

OFFICE OF THE CORPORATION COUNSEL

PUBLIC DOCUMENT ROOM

DOCUMENT INDEX

BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 000001	1/11/02	The Honorable Lawrence Mirel DISR	Funk & Bolton/ David M. Funk, Ren Tundermann	Cover letter for Form A Statement Filing
OCC 000002- OCC 001039 And OCC 001127- OCC 001464	1/11/02	The Honorable Lawrence Mirel DISR	Funk& Bolton/ David M. Funk, Ren Tundermann	Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer Group Hospitalization and Medical Services, Inc. (Domestic Insurers- To Be Acquired) by WellPoint Health Networks Inc. (Acquiring Person)
OCC 001465	3/6/02	The Honorable Steven B. Larsen	Funk& Bolton/ David M. Funk	Cover letter for Prefiled Written Testimony in connection w/ Maryland Public Hearing
OCC 001466- OCC 001989	3/6/02	The Honorable Steven B. Larsen	Funk& Bolton/ David M. Funk	Prefiled Written Testimony in Connection with the Maryland Public Hearing on the Proposed Conversion of CareFirst and its Acquisition by WellPoint
OCC 001990- OCC 001996	7/15/02	N/A	The Honorable Lawrence H. Mirel DISR	CareFirst Response to OCC Request # 1/ DISR “Case Management Order”
OCC 001997- OCC 002018	N/A	N/A	N/A	CareFirst Response to OCC Request #2/ Prefiled Written Testimony of Daniel J. Altobello
OCC 002019- OCC 002034	3/11/02	N/A	N/A	CareFirst Response to OCC Request #2/ Prefiled Written Testimony of William L. Jews
OCC 002035- OCC 002041	N/A	N/A	N/A	CareFirst Response to OCC Request #2/ Prefiled Written Testimony of Gary S. Mendoza

OCC 002042- OCC 002048	N/A	N/A	N/A	CareFirst Response to OCC Request #2/ Prefiled Written Testimony of Deborah Lachman
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OCC 002049- OCC 002144	N/A	N/A	N/A	CareFirst Response to OCC Request #2/ Prefiled Written Testimony of Joseph Marabito
OCC 002145- OCC 002157	N/A	N/A	N/A	CareFirst Response to OCC Request #2/ Prefiled Written Testimony of Leonard D. Schaeffer
OCC 002158- OCC 002483	3/11/02	N/A	N/A	CareFirst Response to OCC Request #2/ VOLUME I, Hearing Transcript In the Matter of Arbitration of The Conversion to For-Profit of CareFirst, Inc. and its Subsidiaries and Acquisition by WellPoint Health Networks, Inc.
OCC 002484- OCC 002821	3/13/02	N/A	N/A	CareFirst Response to OCC Request #2/ VOLUME II, Hearing Transcript In the Matter of Arbitration of The Conversion to For-Profit of CareFirst, Inc. and its Subsidiaries and Acquisition by WellPoint Health Networks, Inc.
OCC 002822- OCC 003156	3/14/02	N/A	N/A	CareFirst Response to OCC Request #2/ VOLUME III, Hearing Transcript In the Matter of Arbitration, The Conversion to For-Profit of CareFirst, Inc. and its Subsidiaries and Acquisition by WellPoint Health Networks, Inc.
OCC 003157- OCC 003398	4/29/02	N/A	N/A	CareFirst Response to OCC Request #2/ Hearing Transcript In the Matter of Arbitration, The Conversion to For-Profit of CareFirst, Inc. and its Subsidiaries and Acquisition by WellPoint Health Networks, Inc.
OCC 003399- OCC 003606	4/30/02	N/A	N/A	CareFirst Response to OCC Request #2/ Hearing Transcript In the Matter of Arbitration, The Conversion to For-Profit of CareFirst, Inc. and its Subsidiaries and Acquisition by WellPoint Health Networks, Inc.
OCC 003607- OCC 003701	2001	N/A	N/A	CareFirst Response to OCC Request #2/ Accenture Report titled An Assessment of Health Coverage Industry trends and CareFirst's Strategic Response
OCC 003702- OCC 003804	January 2002	N/A	N/A	CareFirst Response to OCC Request #2/ Accenture Report titled Community Impact Analysis of the Proposed Conversion of

				CareFirst, Inc. to a For-Profit Business Entity and the Merger Between CareFirst, Inc. and WellPoint Health Networks Inc.
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 003805- OCC 003851	2/11/99	Shawna Russell, Andersen Consulting	David Wolf, Executive VP CareFirst BCBS	CareFirst Response to OCC Request #2/ Letter seeking consultation services in the formulation of a comprehensive 2000-2003 long-range strategy with CareFirst background material attached
OCC 003852- OCC 003899	1999	N/A	N/A	CareFirst Response to OCC Request #2/ Andersen Consulting Preliminary Evaluation
OCC 003900- OCC 003935	4/22/99	NA	N/A	CareFirst Response to OCC Request #2/ CareFirst, Positioning For Industry Leadership Board of Directors Strategic Planning Committee
OCC 003936- OCC 003964	5/14/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst, Industry Scenario Discussion; Interim Report to the Steering Committee
OCC 003965- OCC 003992	5/18/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Industry Scenario Discussion; Interim Report to the Board Committee (Updated 5/27/99)
OCC 004026- OCC 004062	5/21/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Options; Steering Committee Discussion
OCC 004063- OCC 004117	5/28/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Environment And Strategy Options ; CEO Discussion
OCC 004118- OCC 004187	5/28/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Industry Scenario Appendix: Supporting Information
OCC 004188- OCC 004239	6/3/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Options Discussion; CEO Discussion
OCC 004240- OCC 004300	6/4/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Options Discussion; Interim Report to the Steering Committee
OCC 004301- OCC 004379	6/11/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Options Discussion; Meeting with Bill Jews
OCC 004380- OCC 004440	6/15/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Options Discussion; Advisory Panel Meeting

OCC 004441- OCC 004497	6/21/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Options Selection; Discussion with Bill Jews
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OCC 004498- OCC 004529	6/24/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Discussion; Board Meeting
OCC 004530- OCC 004548	6/24/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Discussion; Board Meeting
OCC 004549- OCC 004609	6/24/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Options Discussion; Strategic Planning Committee Discussion
OCC 004610- OCC 004665	6/25/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Discussion; Greg Devou's Direct Reports Meeting
OCC 004666- OCC 004725	6/25/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Options Selection; Strategic Planning Update
OCC 004726- OCC 004795	6/30/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Choosing a Strategic Direction; CEO Discussion
OCC 004796 OCC 004881	7/15/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Execution; CEO Discussion
OCC 004882- OCC 004906	8/9/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Consumerism Sub Strategy Discussion Document; IBP Planning Process
OCC 004907- OCC 004951	8/23/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Pursuing Geographic Dominance: M&A Corporate Structure Implications; CEO Discussion
OCC 004952- OCC 005011	8/23/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Selection Discussion; Strategic Planning Committee Discussion
OCC 005012- OCC 005162	8/25/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Pursuing Market Leadership
OCC 005163 OCC 005180	9/29/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst SPC Meeting Implications Discussion; Meeting with the CEO
OCC 005181- OCC 005226	10/11/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Capability Assessment; Integration Team Meeting. Update to 9/30/99 Discussion

OCC 005227- OCC 005263	11/23/99	N/A	N/A	CareFirst Response to OCC Request #2/ CareFirst Strategy Implications Discussion; Board Meeting
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 005264- OCC 005291	3/4/02	N/A	N/A	CareFirst Response to OCC Request #3/ Prefiled Written Testimony Stuart F. Smith, Managing Director Credit Suisse First Boston Corp.
OCC 005292- OCC 005296	N/A	N/A	N/A	CareFirst Response to OCC Request #3/ Prefiled Written Statement of Robert W. Smith Jr., Partner, Piper Marbury Rudnick & Wolfe LLP
OCC 005297- OCC 005314	1/17/01	CareFirst Strategic Planning Committee	John A. Picciotto, Esq. EVP & General Counsel	CareFirst Response to OCC Request #3/ Memo re: Opinion from Piper, Marbury, Rudnick & Wolfe re Fiduciary Duties of Directors in Connections With Possible Business Combination (attached)
OCC 005315	2/14/01	William L. Jews CareFirst	W. Patrick McMullan, III, Managing Director Credit Suisse	CareFirst Response to OCC Request #3/ Letter re: Anthem's proposal is insufficient in the following areas: Strategic/Constituent Benefits, Access to Capital, Certainty of Closure and Governance
OCC 005316- OCC 005317	6/26/01	William L. Jews CareFirst	Stuart Smith Credit Suisse	CareFirst Response to OCC Request #3/ Letter re: Reaction to Atlantic's letter of 6/22/01
OCC 005318- OCC 005319	11/30/01	Board of Directors of CareFirst, Inc., CareFirst of Maryland, Inc., Group Hospitalization and Medical Services, Inc., and BCBSD, Inc.	R.W. Smith, Jr. Piper Marbury Rudnick & Wolfe	CareFirst Response to OCC Request #3/ Memorandum re: Agreement with WellPoint
OCC 005320	N/A	N/A	N/A	CareFirst Response to OCC Request #4/ General Information Sheet
OCC 005321	N/A	N/A	N/A	CareFirst Response to OCC Request #5/ General Information Sheet

OCC 005322	N/A	N/A	N/A	CareFirst Response to OCC Request #6/ General Information Sheet
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OCC 005323- OCC 005371	11/19/01	N/A	N/A	CareFirst Response to OCC Request #8/ Report by Banc of America Securities titled Project Congress, Materials Prepared for the Board of Directors
OCC 005372- OCC 005770	3/19/01	N/A	N/A	CareFirst Response to OCC Request #9/ HIPAA Assessment presented to CareFirst BCBS by Covansys
OCC 005771- OCC 005813	10/29/99	N/A	N/A	CareFirst Response to OCC Request #9/ Anderson Consulting/ eCommerce Enablement at Care First, Phase I: Executive Summary
OCC 005814 OCC 005886	10/29/99	N/A	N/A	CareFirst Response to OCC Request #9/ Anderson Consulting/ ECommerce Enablement at CareFirst, Phase I Final Deliverable: eVision Summary
OCC 005887- OCC 005938	10/29/99	N/A	N/A	CareFirst Response to OCC Request #9/ Anderson Consulting/ ECommerce Enablement at CareFirst, Phase I Deliverable; eArchitecture Summary
OCC 005939- OCC 005960	10/29/99	N/A	N/A	CareFirst Response to OCC Request #9/ Anderson Consulting/ ECommerce Enablement at CareFirst, Phase I Final Deliverable: eRollout Summary
OCC 005961- OCC 005986	10/29/99	N/A	N/A	CareFirst Response to OCC Request #9/ Anderson Consulting/ ECommerce Enablement at CareFirst, Phase I Final Deliverable: eVision Appendix
OCC 005987- OCC 006061	10/29/99	N/A	N/A	CareFirst Response to OCC Request #9/ Anderson Consulting/ ECommerce Enablement at CareFirst, Phase I Final Deliverable: eArchitecture Appendix
OCC 006062- OCC 006107	10/29/99	N/A	N/A	CareFirst Response to OCC Request #9/ Anderson Consulting/ ECommerce Enablement at CareFirst, Phase I Final Deliverable: eRollout Appendix
OCC 006108- OCC 006109	11/11/99	N/A	N/A	CareFirst Response to OCC Request #9/ Anderson Consulting/ ECommerce Enablement at CareFirst, eCommerce Strategy Phase 2 Workplan

OCC 006110- OCC 006111	11/11/99	N/A	N/A	CareFirst Response to OCC Request #9/ Anderson Consulting/ ECommerce Enablement at CareFirst, eCommerce Strategy Phase 2 Workplan- HW-SW Costs
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OCC 006112- OCC 006119	11/11/99	N/A	N/A	CareFirst Response to OCC Request #9/ Anderson Consulting/ ECommerce Enablement at CareFirst, eCommerce Strategy Project, Projected Costs by Value Pack
OCC 006120- OCC 006121	11/11/99	N/A	N/A	CareFirst Response to OCC Request #9/ Anderson Consulting/ Ecommerce Enablement at CareFirst, eCommerce Strategy Cost Summary and Cost Variables
OCC 006122- OCC 006223	11/10/99	N/A	N/A	CareFirst Response to OCC Request #9/ CareFirst Business Case Model
OCC 006224- OCC 006241	10/27/99	N/A	N/A	CareFirst Response to OCC Request #9/ “Consumer-focused Initiatives” The CareFirst Service Transformation: The Road to Customer Delight
OCC 006242- OCC 006250	N/A	N/A	N/A	CareFirst Response to OCC Request #9/ “Consumer-focused Initiatives” Customer Delight Transformation: Initiative Portfolio
OCC 006251- OCC 006313	9/21/00	N/A	N/A	CareFirst Response to OCC Request #9/ “Consumer-focused Initiatives” Solutions For Unbreakable Lifetime Relationships. Contact Center Strategy Blueprint for CareFirst
OCC 006314- OCC 006323	11/20/98	William Jews and Board	Ernest & Young LLP	CareFirst Response to OCC Request #9/ CareFirst IT Blueprint Presentation for Mr. William Jews and Board, By Ernst & Young LLP
OCC 006324- OCC 006333	11/18/98	Executive Steering Committee	Ernest & Young LLP	CareFirst Response to OCC Request #9/ CareFirst IT Blueprint Presentation for Executive Steering Committee
OCC 006334- OCC 006359	11/98	N/A	Ernest & Young LLP	CareFirst Response to OCC Request #9/ CareFirst IT Blueprint Final Recommendations
OCC 006360 OCC 006457	N/A	N/A	Ernest & Young LLP	CareFirst Response to OCC Request #9/ CareFirst IT Blueprint Initiative Recommendations
OCC 006458- OCC 006522	10/98	N/A	Ernest & Young LLP	CareFirst Response to OCC Request #9/ CareFirst IT Blueprint Plan: Architecture Section, Version I
OCC 006523-	N/A	N/A	Ernest & Young	CareFirst Response to OCC Request #9/ CareFirst Technology

OCC 006784			LLP	Architecture Guidebook v0.9
OCC 006785- OCC 007044	N/A	N/A	Ernest & Young LLP	CareFirst Response to OCC Request #9/ CareFirst Technology Architecture Guidebook v0.9
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OCC 007045- OCC 007080	2/20/96	William Jews CareFirst	Ernest & Young LLP	CareFirst Response to OCC Request #9/ BCBS of Maryland Current State Assessment Findings; Draft of Presentation for : Bill Jews in preparation for Strategic Planning Committee of the Board of Directors
OCC 007081- OCC 007148	2/6/96	N/A	Ernest & Young LLP	CareFirst Response to OCC Request #9/ BCBS of Maryland Phase I- Current State Assessment Final Document
OCC 007149- OCC 007191	1/30/96	N/A	Ernest & Young LLP	CareFirst Response to OCC Request #9/ BCBS of Maryland IT Organization Assessment Package
OCC 007192- OCC 007201	1/2/96	ITD Personnel	Charlie Bradbury	CareFirst Response to OCC Request #9/ Information System Skills Inventory- A Self-Assessment
OCC 007201- OCC 007219	1/11/96	ITD Personnel	Charlie Bradbury	CareFirst Response to OCC Request #9/ ITD Survey of Existing Applications and User Survey for Existing Applications
OCC 007220- OCC 007245	4/29/96	William Jews CareFirst	Ernest & Young LLP	CareFirst Response to OCC Request #9/ BCBS of Maryland Phase II- IT Strategy Final Presentation
OCC 007246- OCC 007258	6/4/96	N/A	N/A	CareFirst Response to OCC Request #9/ BCBS of Maryland Principles: Guiding, Organization and Management, Data, Application, Technology and Communication
OCC 007259- OCC 007291	5/28/96	William Jews CareFirst	Ernest & Young LLP	CareFirst Response to OCC Request #9/ BCBS of Maryland IT Strategic Blueprint and ROI/Express Final Report
OCC 007292- OCC 007350	5/23/96	Executive Steering Committee	Ernest & Young LLP	CareFirst Response to OCC Request #9/ BCBS of Maryland IT Strategic Blueprint and ROI/Express Final Report
OCC 007351- OCC 007398	N/A	N/A	N/A	CareFirst Response to OCC Request #9/ BCBS of Maryland Business Case Template
OCC 007399- OCC 007419	5/28/99	N/A	N/A	CareFirst Response to OCC Request #9/ BCBS of Maryland IT Strategic Blueprint and ROI/Express Final Report
OCC 007420-	4/7/99	N/A	N/A	CareFirst Response to OCC Request #9/ CareFirst ITBP Overview

OCC 007434	4/15/99			4/7/99- Baltimore, 4/15/99- DC
OCC 007435- OCC 007450	N/A	N/A	N/A	CareFirst Response to OCC Request #9/ CareFirst Project Overview Facets Membership & Billing System Implementation
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OCC 007451- OCC 007467	N/A	N/A	N/A	CareFirst Response to OCC Request #9/ CareFirst Financial Systems Replacement Project Overview
OCC 007468- OCC 007514	N/A	N/A	N/A	CareFirst Response to OCC Request #9/ CareFirst Medstart Project Overview
OCC 007515- OCC 007522	N/A	N/A	N/A	CareFirst Response to OCC Request #9/ CareFirst Program Office Overview
OCC 007523- OCC 007539	N/A	N/A	N/A	CareFirst Response to OCC Request #9/ CareFirst MCAS Project Overview
OCC 007540- OCC 007573	N/A	N/A	N/A	CareFirst Response to OCC Request #9/ CareFirst Managed Care Administrative System (MCAS)
OCC 007574- OCC 007600	4/99	N/A	N/A	CareFirst Response to OCC Request #9/ CareFirst ITBP Overview Fact Sheets
OCC 007601- OCC 007627	4/99	N/A	N/A	CareFirst Response to OCC Request #9/ CareFirst ITBP Overview Fact Sheets
OCC 007628 OCC 007678	8/17/99	N/A	Ernest & Young LLP	CareFirst Response to OCC Request #9/ CareFirst BCBS Enterprise Structure and Approach
OCC 007679- OCC 007719	8/16/99	N/A	Ernest & Young LLP	CareFirst Response to OCC Request #9/ CareFirst BCBS Data Management Strategy, Objectives and Approach
OCC 007720 OCC 007761	8/11/99	N/A	Ernest & Young LLP	CareFirst Response to OCC Request #9/ CareFirst BCBS Data Access Strategy, Objectives and Approach
OCC 007762- OCC 007807	8/17/99	N/A	N/A	CareFirst Response to OCC Request #9/ CareFirst BCBS Technical Architecture Baseline
OCC 007808- OCC 007885	8/31/99	N/A	N/A	CareFirst Response to OCC Request #9/ CareFirst BCBS Information Management Value Proposition Version 2.0
OCC 007886- OCC 008183	N/A	N/A	Ernest & Young LLP	CareFirst Response to OCC Request #9/ CareFirst Technology Architecture Guidebook v0.9
OCC 008184- OCC 008558	4/12/00	N/A	N/A	CareFirst Response to OCC Request #9/ CareFirst BCBS Business Requirements & Definitions Team Binder

OCC 008559- OCC 008562.02	N/A	N/A	N/A	CareFirst Response to OCC Request #9/ WellPoint Presentation on HIPPA for 2001 to 2003
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OCC 008563- OCC 008563.08	N/A	N/A	N/A	CareFirst Response to OCC Request #9/ WellPoint Presentation on IT Vision for 2002-2004
OCC 008564	N/A	N/A	N/A	CareFirst Response to OCC Request #10/ General Information Sheet
OCC 008565	N/A	N/A	N/A	CareFirst Response to OCC Request #11 General Information Sheet
OCC 008566	N/A	N/A	N/A	CareFirst Response to OCC Request #15/ Corporate Documents Cover Sheet
OCC 008567- OCC 008575	12/23/97	N/A	Maryland Insurance Commissioner	CareFirst Response to OCC Request #15/ Order in the Matter of the Proposed Business Combination of BCBS of Maryland and Group Hospitality and Medical Services, Inc.
OCC 008576- OCC 008592	3/21/00	N/A	Maryland Insurance Commissioner	CareFirst Response to OCC Request #15/ Opinion and Order in the Matter of the Proposed Business Combination of CareFirst, Inc. and BCBSD, Inc.
OCC 008593- OCC 008614	12/23/97	N/A	DC Insurance Commissioner	CareFirst Response to OCC Request #15/ Decision and Order in Re: Group Hospitalization and Medical Services
OCC 008615- OCC 008676	1/5/00	N/A	Delaware Insurance Commissioner	CareFirst Response to OCC Request #15/ Final Order and Decision in the Matter of : Proposed Affiliation of BCBSD, Inc.
OCC 008677	3/17/00	William Jews CareFirst	DC Insurance Commissioner	CareFirst Response to OCC Request #15/ Letter re no difficulties with the amended bylaws by CareFirst
OCC 008678	N/A	N/A	N/A	CareFirst Response to OCC Request #16/ Corporate Documents Cover Sheet
OCC 008679	N/A	N/A	N/A	CareFirst Response to OCC Request #30/ Corporate Documents Cover Sheet
OCC 008680- OCC 008703	4/22/00	John A Picciotto	Piper Rudnick R.W. Smith and William Taylor IV	CareFirst Response to OCC Request #30/ Piper Rudnick Advice to Board of Directors
OCC 008704	N/A	N/A	N/A	CareFirst Response to OCC Request #31/ Corporate Documents

				Cover Sheet
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OCC 008705- OCC 008706	3/8/02	David Wolf Executive VP CareFirst BCBS	Joe Marabito Accenture	CareFirst Response to OCC Request #31/ “Conflict Letter”
OCC 008707	3/11/02	Daniel Altobello Chairman, Board of Directors CareFirst	Hay Group, Gene Bauer	CareFirst Response to OCC Request #31/ “Conflict Letter”
OCC 008708	3/12/02	David Wolf Executive VP CareFirst BCBS	Credit Suisse First Boston	CareFirst Response to OCC Request #31/ “Conflict Letter”
OCC 008709- OCC 009013	3/6/02	N/A	N/A	CareFirst Response to OCC Request #31/ Prefiled Written Testimony of Gene E. Bauer, PH.D., Managing Director Hay Group, Inc.
OCC 009014	N/A	N/A	N/A	CareFirst Response to OCC Request #32/ Retention of Consultants/Financial Advisors/ Cover Sheet
OCC 009015- OCC 009018	11/19/01	Dave Wolf Executive VP CareFirst BCBS	Joe Marabito Accenture	CareFirst Response to OCC Request #32/ Engagement Letter re: Community Impact Statement
OCC 009019- OCC 009022	9/27/01	Dave Wolf Executive VP of Medical Services CareFirst	Joe Marabito Accenture	CareFirst Response to OCC Request #32/ Engagement Letter
OCC 009023- OCC 009031	6/4/99	Rita Costello VP Strategic Planning & New Business Development CareFirst	James Hudak Anderson Consulting	CareFirst Response to OCC Request #32/ Engagement Letter

OCC 009032	N/A	N/A	N/A	CareFirst Response to OCC Request #34/ Retention of Consultants/Financial Advisors Cover Sheet
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OCC 009033	N/A	N/A	N/A	CareFirst Response to OCC Request #35/ Retention of Consultants/Financial Advisors/ Cover Sheet
OCC 009034	N/A	N/A	N/A	CareFirst Response to OCC Request #36/ Retention of Consultants/Financial Advisors/ Cover Sheet
OCC 009035	N/A	N/A	N/A	CareFirst Response to OCC Request #38/ Retention of Consultants/Financial Advisors/ Cover Sheet
OCC 009036- OCC 009042	6/15/00	The Board of Directors CareFirst	Donaldson, Lufkin & Jenrette	CareFirst Response to OCC Request #38/ (CSFB) Engagement Letter
OCC 009043	N/A	N/A	N/A	CareFirst Response to OCC Request #39/ Retention of Consultants/Financial Advisors/ Cover Sheet
OCC 009044	N/A	N/A	N/A	CareFirst Response to OCC Request #41/ Retention of Consultants/Financial Advisors/ Cover Sheet
OCC 009045	N/A	N/A	N/A	CareFirst Response to OCC Request #42/ Retention of Consultants/Financial Advisors/ Cover Sheet
OCC 009046	N/A	N/A	N/A	CareFirst Response to OCC Request #/44 Retention of Consultants/Financial Advisors/ Cover Sheet
OCC 009047	N/A	N/A	N/A	CareFirst Response to OCC Request #46/ The Consultants Reports Cover Sheet
OCC 009048	N/A	N/A	N/A	CareFirst Response to OCC Request #47/ Accenture's Reports Cover Sheet
OCC 009049	N/A	N/A	N/A	CareFirst Response to OCC Request #48/ Accenture' Reports Cover Sheet
OCC 009050	N/A	N/A	N/A	CareFirst Response to OCC Request #51/ Accenture' Reports Cover Sheet
OCC 009051	N/A	N/A	N/A	CareFirst Response to OCC Request #52/ Accenture' Reports Cover Sheet

OCC 009052	N/A	N/A	N/A	CareFirst Response to OCC Request #62/ Accenture' Reports Cover Sheet
OCC 009053	N/A	N/A	N/A	CareFirst Response to OCC Request #63/ Accenture' Reports Cover Sheet
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OCC 009054	N/A	N/A	N/A	CareFirst Response to OCC Request #64/ Accenture' Reports Cover Sheet
OCC 009055	N/A	N/A	N/A	CareFirst Response to OCC Request #65/ Accenture' Reports Cover Sheet
OCC 009056	N/A	N/A	N/A	CareFirst Response to OCC Request #67/ Accenture' Reports Cover Sheet
OCC 009057	N/A	N/A	N/A	CareFirst Response to OCC Request #73/ Accenture' Reports Cover Sheet
OCC 009058	N/A	N/A	N/A	CareFirst Response to OCC Request #90/ CSFB's Fairness Opinion and Presentation Cover Sheet
OCC 009059- OCC 009093	4/26/01	N/A	N/A	CareFirst Response to OCC Request #90/ CSFB Draft with Valuation Analysis Show to the CareFirst Board/ Project Chesapeake
OCC 009094	N/A	N/A	N/A	CareFirst Response to OCC Request #91/ CSFB's Fairness Opinion and Presentation Cover Sheet
OCC 009095	N/A	N/A	N/A	CareFirst Response to OCC Request #93/ CSFB's Fairness Opinion and Presentation Cover Sheet
OCC 009096	N/A	N/A	N/A	CareFirst Response to OCC Request #94/ CSFB's Fairness Opinion and Presentation Cover Sheet
OCC 009097	N/A	N/A	N/A	CareFirst Response to OCC Request #132/ Identification and Analysis of Strategic Alternatives Cover Sheet
OCC 009098	N/A	N/A	N/A	CareFirst Response to OCC Request #137/ Identification and Analysis of strategic Alternatives Cover Sheet
OCC 009099	N/A	N/A	N/A	CareFirst Response to OCC Request #138/ Identification and Review of Potential Strategic Partners
OCC 009100	N/A	N/A	N/A	CareFirst Response to OCC Request #147/ Identification and Review of Potential Strategic Partners Cover Sheet
OCC 009101	N/A	N/A	N/A	CareFirst Response to OCC Request #148/ Identification and

				Review of Potential Strategic Partners Cover Sheet
OCC 009102	N/A	N/A	N/A	CareFirst Response to OCC Request #149/ Identification and Review of Potential Strategic Partners Cover Sheet
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 009103	N/A	N/A	N/A	CareFirst Response to OCC Request #150/ Identification and Review of Potential Strategic Partners Cover Sheet
OCC 009104- OCC 009106	N/A	N/A	N/A	CareFirst Response to OCC Request #152/ Identification and Review of Potential Strategic Partners Cover Sheet
OCC 009104- OCC 009108	12/7/00	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to OCC Request #152/ Letter re: exploring the possibility of companies affiliating
OCC 009109	1/3/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to OCC Request #152/ Letter re: progress in meeting strategic objectives
OCC 009110- OCC 009111	2/5/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to OCC Request #152/ Letter re: reiterate interest in being included in CareFirst transaction process
OCC 009112- OCC 009113	2/13/01	Larry Glasscock Anthem	William Jews CareFirst	CareFirst Response to OCC Request #152/ Letter re: issues of investment bankers
OCC 009114- OCC 009116	2/26/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to OCC Request #152/ Letter re: response to CareFirst 2/13/01 letter
OCC 009117- OCC 009118	8/20/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to OCC Request #152/ Letter re: reiterate continued strong interest in affiliating with CareFirst
OCC 009119	9/20/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to OCC Request #152/ Letter re: confident that demutualization and IPO will be achieved on timeline discussed
OCC 009120	10/2/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to OCC Request #152/ Letter re: demutualization process is continuing on schedule
OCC 009121- OCC 009122	11/2/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to OCC Request #152/ Letter re: demutualization process completed
OCC 009123- OCC 009124	11/12/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to OCC Request #152/ Letter re: disappointment at the continued exclusion of Anthem
OCC 009125	N/A	N/A	N/S	CareFirst Response to OCC Request #152/ Trigon Correspondence- Cover Sheet
OCC 009126-	2/20/01	Thomas G. Snead	Benjamin Adams	CareFirst Response to OCC Request #152/ Letter re: pursuing a

OCC 009129		Trigon Healthcare	Credit Suisse	possible transaction involving CareFirst, address for submitting proposal
OCC 009130- OCC 009133	3/2/01	Benjamin Adams Credit Suisse	Thomas Snead Trigon Healthcare	CareFirst Response to OCC Request #152/ Letter re: letter of proposal
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 009134- OCC 009137	3/15/01	Benjamin Adams Credit Suisse	Thomas Snead Trigon Healthcare	CareFirst Response to OCC Request #152/ Letter re: clarification of proposal of 3/2/01
OCC 009138- OCC 009140	3/15/01	Benjamin Adams Credit Suisse	Thomas Snead Trigon Healthcare	CareFirst Response to OCC Request #152/ Letter re: follow up of proposal
OCC 009141--	4/23/01	David Wolf Executive VP CareFirst BCBS	Timothy Nolan Trigon Healthcare	CareFirst Response to OCC Request #152/ Letter re: issues to be resolved to allow for a mutually supportable CareFirst/Trigon conversion merger
OCC 009142- OCC 009149	6/22/01	William Jews CareFirst	Thomas Snead Trigon Healthcare	CareFirst Response to OCC Request #152/ Letter re: follow up of proposal w/ summary of key business terms attached
OCC 009150- OCC 009152	6/26/01	William Jews CareFirst	Thomas Snead Trigon Healthcare	CareFirst Response to OCC Request #152/ Letter re: follow up of 6/22/01 letter and three key issues to discuss
OCC 009153- OCC 009154	7/11/01	William Jews CareFirst & Thomas Snead Trigon Healthcare	David Platter Bear Stearns	CareFirst Response to OCC Request #152/ Letter re: Friday meeting with CareFirst/Trigon/Bear Stearns
OCC 009155- OCC 009157	7/19/01	William Jews CareFirst	Thomas Snead Trigon Healthcare	CareFirst Response to OCC Request #152/ Letter re: follow up of meeting and role of Chairman
OCC 009158- OCC 009159	10/16/01	William Jews CareFirst	Trigon Healthcare	CareFirst Response to OCC Request #152/ Unexecuted draft letter re: list of improved certain aspects of Trigon's offer
OCC 009160- OCC 009164	N/A	N/A	N/A	CareFirst Response to OCC Request #152/ CareFirst/Trigon Partnership, Summary of Key Business Terms
OCC 009165- OCC 009239	3/2/01	N/A	N/A	CareFirst Response to OCC Request #152/ Draft Agreement and Plan of Merger/Trigon
OCC 009240- OCC 009315	8/1/01	Timothy Nolan Trigon G. Smith@ Mcguire Woods	Willaim Taylor Piper Marbury Rudnick & Wolfe	CareFirst Response to OCC Request #152/ Email w/ Draft Agreement and Plan of Merger/CF Acquisition attached

		J. Howard @Venable		
OCC 009392- OCC 009449	8/1/01	N/A	N/A	CareFirst Response to OCC Request #152/ Draft Agreement and Plan of Merger/CF Acquisition attached
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 009450- OCC 009524	10/16/01	N/A	N/A	CareFirst Response to OCC Request #152/ Draft Agreement and Plan of Merger/CF Acquisition attached
OCC 009525	3/19/01	Benjamin Adams Credit Suisse	David Colby WellPoint	CareFirst Response to OCC Request #152/ Letter re: further lowering the minimum share price
OCC 009526- OCC 009528	3/15/01	Benjamin Adams Credit Suisse	David Colby WellPoint	CareFirst Response to OCC Request #152/ Letter re: Tax Exempt Entity indemnification for any breach of a representation warranty or covenant
OCC 009529- OCC 009530	4/24/01	Benjamin Adams Credit Suisse	David Colby WellPoint	CareFirst Response to OCC Request #152/ Letter re: purchase price; minimum average purchaser stock price
OCC 009531- OCC 009534	4/2/01	Benjamin Adams Credit Suisse	Leonard Schaeffer WellPoint	CareFirst Response to OCC Request #152/ Letter re: response and proposal as requested in 2/20/01 letter
OCC 009535- OCC 009537	2/20/01	Leonard Schaeffer WellPoint	Benjamin Adams Credit Suisse	CareFirst Response to OCC Request #152/ Letter re: request proposal in accordance with guidelines listed
OCC 009540- OCC 009543	11/14/01	Robert Kelly@ WellPoint William Taylor@ Piper Rudnick	Carlo Piscicelli Simpson Thatcher & Bartlett	CareFirst Response to OCC Request #152/ Email with draft of affiliate letter from the foundations attached
OCC 009544- OCC 009548	11/16/01	William Taylor @ Piper Rudnick	Carlo Piscicelli Simpson Thatcher & Bartlett	CareFirst Response to OCC Request #152/ Email with draft of the Indemnification Agreement attached
OCC 009549- OCC 009558	11/20/01	John Picciotto @CareFirst; David Wolf @ CareFirst; Robert Kelly @WellPoint; William Taylor @BALTO &	Jay Smith @ BALTO	CareFirst Response to OCC Request #152/ Email with drafts of the Indemnification Agreement attached

		others		
OCC 009559- OCC 009564	5/22/01	Jay Smith, Billie Grieb, William Taylor @ Piper Rudnick	Robert Kelly @ WellPoint	CareFirst Response to OCC Request #152/ Email with a proposed summary of terms for the Subordinated Notes attached
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 009565- OCC 009583	9/28/01	William Taylor @ Piper Rudnick	Robert Kelly @ WellPoint	CareFirst Response to OCC Request #152/ Email with a revised version of the Subordinated Note attached
OCC 009584- OCC 009585	10/3/01	Jay Smith @ Piper Rudnick	Robert Kelly @ WellPoint	CareFirst Response to OCC Request #152/ Email re: Subordinated Note
OCC 009586- OCC 009588	11/9/01	Robert Kelly @ WellPoint; Thomas Geiser @ WellPoint	Jay Smith @ BALTO	CareFirst Response to OCC Request #152/ Email re: analysis Subordinated Note attached
OCC 009589- OCC 009607	11/14/01	Jay Smith, William Taylor @ Piper Rudnick; Robert Kelly, Thomas Geiser @ WellPoint ; John Picciotto @ CareFirst	Thomas La Macchia	CareFirst Response to OCC Request #152/ Email re: revised Subordinated Note attached
OCC 009608- OCC 009645	11/15/01	Jay Smith, William Taylor @ Piper Rudnick; Robert Kelly, Thomas Geiser @ WellPoint ; John Picciotto @ CareFirst	Thomas La Macchia	CareFirst Response to OCC Request #152/ Email re: revised Subordinated Note attached
OCC 009646- OCC 009663	11/16/01	William Taylor @ Piper Rudnick	Diana Matos	CareFirst Response to OCC Request #152/ Email re: clean copy of Subordinated Note attached

OCC 009664- OCC 009682	2/28/02	Celestine Kellam@ BALTO	William Taylor @ BALTO	CareFirst Response to OCC Request #152/ Email re: revised Subordinated Note attached
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 009683 OCC 009701	11/20/01	Jay Smith, William Taylor @ Piper Rudnick; Robert Kelly, Thomas Geiser @ WellPoint ; John Picciotto @ CareFirst	Diana Matos	CareFirst Response to OCC Request #152/ Email re: revised Subordinated Note attached
OCC 009702- OCC 009756	11/5/01	R.W. Smith; William Taylor	Carlo de Vito Piscicelli Simpson Thacher & Bartlett	CareFirst Response to OCC Request #152/ Fax with markup of the 8/3/01 Draft Agreement attached
OCC 009757- OCC 009759	11/6/01	R.W. Smith; William Taylor	Carlo de Vito Piscicelli Simpson Thacher & Bartlett	CareFirst Response to OCC Request #152/ Fax with markup of the 8/3/01 Draft Agreement attached
OCC 009760- OCC 009761	11/8/01	Robert Kelly, Thomas Geiser @ WellPoint; G. Horowitz @Simpson Thacher & Bartlett	Jay Smith	CareFirst Response to OCC Request #152/ Email w/ two additional proposed inserts for Agreement attached
OCC 009762- OCC 009822	11/9/01	N/A	N/A	CareFirst Response to OCC Request #152/ Draft of Agreement and Plan of Merger
OCC 009823-- OCC 009885	11/9/01	N/A	N/A	CareFirst Response to OCC Request #152/ Draft of Agreement and Plan of Merger

OCC 009886- OCC 009887	11/12/01	Robert Kelly, Thomas Geiser @ WellPoint; G. Horowitz	Jay Smith	CareFirst Response to OCC Request #152/ Email w/ Memo attached re draft merger agreement
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 009888- OCC 009907	11/12/01	R.W. Smith; William Taylor; Robert Kelly; Thomas Geiser / WellPoint	Thomas LaMacchia Simpson Thacher & Bartlett	CareFirst Response to OCC Request #152/ Fax w/ marked up draft of Agreement and Plan of Merger
OCC 009908- OCC 009919	11/13/01	R.W. Smith; William Taylor; Robert Kelly; Thomas Geiser/ WellPoint	Thomas LaMacchia Simpson Thacher & Bartlett	CareFirst Response to OCC Request #152/ Fax w/ marked up draft of Agreement and Plan of Merger
OCC 009920- OCC 009922	11/14/01	G. Harowitz; Robert Kelly; Thomas Geiser/ WellPoint	Jay Smith	CareFirst Response to OCC Request #152/ Email w/ memo re revised Merger Agreement attached
OCC 009923	2/28/02	Celestine Kellam BALTO	William Taylor BALTO	CareFirst Response to OCC Request #152/ Email re Merger Agreement
OCC 009924- OCC 009985	11/15/01	N/A	N/A	CareFirst Response to OCC Request #152/ Draft of Agreement and Plan of Merger
OCC 009986- OCC 010049	11/15/01	N/A	N/A	CareFirst Response to OCC Request #152/ Draft of Agreement and Plan of Merger
OCC 010050- OCC 010075	2/28/02	Celestine Kellam BALTO	William Taylor BALTO	CareFirst Response to OCC Request #152/ Email w/ Draft of Agreement and Plan of Merger dated 11/15/01

OCC 010076- OCC 010138	2/28/02	Celestine Kellam BALTO	William Taylor BALTO	CareFirst Response to OCC Request #152/ Email w/ Draft of Agreement and Plan of Merger dated 11/19/01
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 010139- OCC 010200	11/19/01	N/A	N/A	CareFirst Response to OCC Request #152/ Draft of Agreement and Plan of Merger dated 11/19/01
OCC 010201- OCC 010202	2/28/02	Celestine Kellam BALTO	William Taylor BALTO	CareFirst Response to OCC Request #152/ Email w/ attachment 9.10 to merger agreement attached
OCC 010203- OCC 010267	3/2/01	N/A	N/A	CareFirst Response to OCC Request #152/ Draft of Agreement and Plan of Merger
OCC 010268- OCC 010324	2/28/02	Celestine Kellam BALTO	William Taylor BALTO	CareFirst Response to OCC Request #152/ Email w/ memo and Draft of Agreement and Plan of Merger dated 4/19/01
OCC 010325- OCC 010397	4/19/01	N/A	N/A	CareFirst Response to OCC Request #152/ Draft of Agreement and Plan of Merger
OCC 010398- OCC 010476	5/2/01	John Piotto; R.W. Smith; William Taylor	Thomas Geiser and Robert Kelly/ WellPoint	CareFirst Response to OCC Request #152/ Memorandum w/ Agreement and Plan of Merger attached
OCC 010477- OCC 010608	2/28/02	Celestine Kellam BALTO	Willaim Taylor BALTO	CareFirst Response to OCC Request #152/ Email w/ memo dated 5/18/01 and Drafts of Agreement and Plan of Merger attached
OCC 010609- OCC 010610	2/28/02	Celestine Kellam BALTO	Willaim Taylor BALTO	CareFirst Response to OCC Request #152/ Email w/ replacement page for the Merger Agreement attached

OCC 010611- OCC 010612	6/25/01	Thomas Geiser, Robert Kelly, Robert Glaser @ WellPoint and others	William Taylor @ BALTO	CareFirst Response to OCC Request #152/ Email re: Section 7.1 of the Agreement and Plan of Merger
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 010613- OCC 010623	7/10/01	R.W. Smith; Elizabeth Grieb; William Taylor	Robert Kelly WellPoint	CareFirst Response to OCC Request #152/ Fax/Letter w/mark ed comments to drafts of Section 6.1 and the new article to the proposed Merger Agreement attached
OCC 010624- OCC 010697	8/3/01	N/A	N/A	CareFirst Response to OCC Request #152/ Draft of Agreement and Plan of Merger
OCC 010698- OCC 010756	2/28/02	Celestine @ BALTO	William Taylor @ BALTO	CareFirst Response to OCC Request #152/ Email w/ Draft of Agreement and Plan of Merger dated 8/3/01 attached
OCC 010757- OCC 010811	6/4/01	Dean Davidov @ WellPoint	William Taylor	CareFirst Response to OCC Request #152/ Email w/ Draft of disclosure schedules attached
OCC 010812- OCC 010881	11/16/01	R.W. Smith; William Taylor	Carlo de Vito Piscicelli Simpson Thacher & Bartlett	CareFirst Response to OCC Request #152/ Fax w/ Draft of disclosure schedules attached
OCC 010882- OCC 011027	11/19/01	Thomas Geiser, Robert Kelly, Robert Glaser @ WellPoint; G. Horowitz, C. Piscicelli @ Simpson Thacher & Bartlett	Quinton Roberts @ Balto	CareFirst Response to OCC Request #152/ Email w/ Drafts of disclosure schedules attached

OCC 011028- OCC 011039	11/20/01	R.W. Smith; William Taylor	Tom Lamacchia	CareFirst Response to OCC Request #152/ Fax w/ Draft of disclosure schedules attached
OCC 011040- OCC 011119	2/28/02	Celestine Kellam BALTO	William Taylor BALTO	CareFirst Response to OCC Request #152/ Email w/ Drafts of disclosure schedules dated November 2001 attached
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 011120- OCC 011194	2/28/02	Celestine Kellam BALTO	William Taylor BALTO	CareFirst Response to OCC Request #152/ Email w/ Drafts of disclosure schedules dated November 2001 attached
OCC 011195- OCC 011198	2/28/02	Celestine Kellam BALTO	William Taylor BALTO	CareFirst Response to OCC Request #152/ Email w/ Drafts of disclosure schedules dated November 2001 attached
OCC 011199- OCC 011202	2/28/02	Celestine Kellam BALTO	William Taylor BALTO	CareFirst Response to OCC Request #152/ Email w/ 11/20/01 letter to WellPoint re: disclosure schedules attached
OCC 011203- OCC 011204	2/28/02	Celestine Kellam BALTO	William Taylor BALTO	CareFirst Response to OCC Request #152/ Email w/ 11/20/01 letter to WellPoint re: disclosure schedules attached
OCC 011205- OCC 011206	2/28/02	Celestine Kellam BALTO	William Taylor BALTO	CareFirst Response to OCC Request #152/ Email w/ 11/20/01 letter to WellPoint re: disclosure schedules attached
OCC 011207- OCC 011277	2/28/02	Celestine Kellam BALTO	William Taylor BALTO	CareFirst Response to OCC Request #152/ Email w/ 11/20/01 draft disclosure schedules attached
OCC 011278- OCC 011347	11/20/01	N/A	N/A	CareFirst Response to OCC Request #152/ Draft of Disclosure Schedules
OCC 011348- OCC 011367	7/23/01	Jay Smith, William Taylor, Billie Grieg @	Robert Kelly WellPoint	CareFirst Response to OCC Request #152/ Email w/ revised Section 6.1 and new Article attached

		Piper Rudnick		
OCC 011368- OCC 011377	11/16/01	William Taylor	Robert Kelly WellPoint	CareFirst Response to OCC Request #152/ Fax w/ draft disclosure schedule 5.1 attached
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 011378- OCC 011387	11/20/01	William Taylor Jay Smith@ Piper Rudnick	Robert Kelly WellPoint	CareFirst Response to OCC Request #152/ Email w/ draft disclosure schedule 5.1 attached
OCC 011388	N/A	N/A	N/a	CareFirst Response to OCC Request #153/ Identification and Review of Potential Strategic Partners/Cover Sheet
OCC 0011389	N/A	N/A	N/A	CareFirst Response to OCC Request #168/ CSFB's Process Review/ Cover Sheet
OCC 0011390	N/A	N/A	N/A	CareFirst Response to OCC Request #170/ CSFB's Process Review/ Cover Sheet
OCC 0011391	N/A	N/A	N/A	CareFirst Response to OCC Request #171/ CSFB's Process Review/ Cover Sheet
OCC 0011392	N/A	N/A	N/A	CareFirst Response to OCC Request #172/ CSFB's Process Review/ Cover Sheet

OCC 0011393	N/A	N/A	N/A	CareFirst Response to OCC Request #173/ CSFB's Process Review/ Cover Sheet
OCC 0011394	N/A	N/A	N/A	CareFirst Response to OCC Request #174 Subordinated Note Issue/ Cover Sheet
OCC 0011395	N/A	N/A	N/A	CareFirst Response to OCC Request #176/ Due Diligence by CareFirst's and GHMSI's Board of Directors/Cover Sheet
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 0011396	N/A	N/A	N/A	CareFirst Response to OCC Request #179/ Due Diligence by CareFirst's and GHMSI's Board of Directors/ Cover Sheet
OCC 0011397- OCC 011399	N/A	N/A	N/A	CareFirst Response to OCC Request #180/ Due Diligence by CareFirst's and GHMSI's Board of Directors/ Cover Sheet
OCC 0011400- OCC 0011529	1/122/98	N/A	N/A	CareFirst Response to OCC Request #180/ Organizational Meeting Orientation Book for Board Members
OCC 0011530- OCC 0011590	1/122/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Board of Directors of CareFirst Organizational Meeting
OCC 011591- OCC 011622	2/23/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of Blue Cross and Blue Shield of Maryland held via Telephone Conference Call
OCC 011623- OCC 011697	2/26/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Board of Directors of CareFirst

OCC 011687- OCC 011719	2/26/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of BCBS of Maryland
OCC 011720- OCC 011832	2/26/98	N/A	N/A	CareFirst Response to OCC Request #180/ Report of the Minutes of Strategic Planning Committee of the Board of Directors of BCBS of Maryland
OCC 011833- OCC 011842	3/25/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Board of Directors of CareFirst by conference call
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 011843- OCC 011949	4/23/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Board of Directors of CareFirst
OCC 011950- OCC 012018	4/23/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors BCBS of Maryland
OCC 012019- OCC 012094	4/23/98	N/A	N/A	CareFirst Response to OCC Request #180/ Report of the Minutes of Strategic Planning Committee of the Board of Directors of CareFirst
OCC 012095- OCC 012142	6/25/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Board of Directors of CareFirst
OCC 012143- OCC 012166	6/25/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of CareFirst

OCC 012167- OCC 012287	6/25/98	N/A	N/A	CareFirst Response to OCC Request #180/ Report of the Minutes of Strategic Planning Committee of the Board of Directors of CareFirst
OCC 012288- OCC 012344	7/30/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Board of Directors of CareFirst
OCC 012345- OCC 012356	7/30/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of CareFirst
OCC 012357- OCC 012428	7/30/98	N/A	N/A	CareFirst Response to OCC Request #180/ Report of the Minutes of Strategic Planning Committee of the Board of Directors of CareFirst
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 012429- OCC 012484	9/23/98	N/A	N/A	CareFirst Response to OCC Request #180/ Report of the Minutes of Strategic Planning Committee of the Board of Directors of CareFirst
OCC 012485- OCC 012563	10/22/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Board of Directors of CareFirst
OCC 012564- OCC 012600	10/22/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of CareFirst
OCC 012601- OCC 012640	10/22/98	N/A	N/A	CareFirst Response to OCC Request #180/ Report of the Minutes of Strategic Planning Committee of the Board of Directors of CareFirst
OCC 012641- OCC 012707	11/24/98	N/A	N/A	CareFirst Response to OCC Request #180/ Report of the Minutes of the Joint Meeting of the Strategic Planning Committee and the Finance Committee of the Board of Directors of CareFirst

OCC 012708- OCC 012720	12/3/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of CareFirst BCBS
OCC 012721- OCC 012964	12/6/98	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Annual Meeting of the Board of Directors of CareFirst
OCC 012965- OCC 013017	2/25/99	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of CareFirst BCBS
OCC 013018- OCC 013054	2/25/99	N/A	N/A	CareFirst Response to OCC Request #180/ Report of the Minutes of Strategic Planning Committee of the Board of Directors of CareFirst
OCC 013055- OCC 013120	2/25/99	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Board of Directors of CareFirst, Executive Session
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 013121- OCC 013338	4/22/99	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Board of Directors of CareFirst, Regular Session
OCC 013339- OCC 013364	4/22/99	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of CareFirst BCBS
OCC 013365- OCC 013413	4/22/99	N/A	N/A	CareFirst Response to OCC Request #180/ Report of the Minutes of Strategic Planning Committee of the Board of Directors of CareFirst
OCC 013414- OCC 013469	5/18/99	N/A	N/A	CareFirst Response to OCC Request #180/ Report of the Minutes of Strategic Planning Committee of the Board of Directors of CareFirst
OCC 013470- OCC 013554	6/24/99	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Board of Directors of CareFirst, Regular Session

OCC 013555- OCC 013656	6/24/99	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of CareFirst BCBS
OCC 013657- OCC 013740	6/24/99	N/A	N/A	CareFirst Response to OCC Request #180/ Report of the Minutes of Strategic Planning Committee of the Board of Directors of CareFirst
OCC 013741- OCC 013823	8/23/99	N/A	N/A	CareFirst Response to OCC Request #180/ Report of the Minutes of Strategic Planning Committee of the Board of Directors of CareFirst
OCC 013824- OCC 013879	9/23/99	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Board of Directors of CareFirst, Regular Session
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 013880- OCC 013939	9/17/99	Dan Altobello; Edward Baran; James Dale; Roger Lipitz; Eddie Williams	Sharon J. Vecchioni	CareFirst Response to OCC Request #180/ Interoffice Memo re Agenda and supporting materials for the 9/23/99 Executive Compensation Committee Meeting/ attached
OCC 013940- OCC 014028	9/23/99	N/A	N/A	CareFirst Response to OCC Request # 180/ Report of the Minutes of Strategic Planning Committee of the Board of Directors of CareFirst
OCC 014029- OCC 014126	10/28/99	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Board of Directors of CareFirst, Executive Session
OCC 014127- OCC 014154	10/28/99	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of CareFirst BCBS

OCC 014155- OCC 014301	10/28/99	N/A	N/A	CareFirst Response to OCC Request # 180/ Report of the Minutes of Strategic Planning Committee of the Board of Directors of CareFirst
OCC 014302- OCC 014482	11/23/99	N/A	N/A	CareFirst Response to OCC Request #180/ Report of the Minutes of the Joint Meeting of the Strategic Planning Committee and the Finance Committee of the Board of Directors of CareFirst
OCC 014483- OCC 014711	12/5/99 12/6/99	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Annual Meeting of the Board of Directors of CareFirst
OCC 014712- OCC 014766	2/22/00	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Board of Directors of CareFirst, Executive Session
OCC 014767- OCC 014826	2/22/00	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of CareFirst BCBS
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 014827- OCC 014863	2/22/00	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Strategic Planning Committee of CareFirst
OCC 014864- OCC 014936	4/27/00	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Board of Directors of CareFirst, Regular Session
OCC 014937- OCC 014970	4/27/00	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of CareFirst BCBS
OCC 014971- OCC 015060	6/1/00	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Strategic Planning Committee of CareFirst
OCC 015061- OCC 015067	6/30/00	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of a Special Meeting of the Directors of CareFirst via Conference Call

OCC 015068- OCC 015123	7/11/00	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Strategic Planning Committee of CareFirst
OCC 015124- OCC 015237	7/27/00	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Directors of CareFirst, Regular Session
OCC 015238- OCC 015334	7/27/00	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of CareFirst BCBS
OCC 015335- OCC 015352	9/28/00	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of an Emergency Meeting of the Directors of CareFirst via Conference Call
OCC 015353- OCC 015434	10/26/02	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Directors of CareFirst, Regular Session
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 015435- OCC 015474	10/26/00	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of CareFirst BCBS
OCC 015475- OCC 015553	10/26/00	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Strategic Planning Committee of CareFirst
OCC 015554- OCC 015689	11/21/00	N/A	N/A	CareFirst Response to OCC Request #180/ Combined Meeting of the Finance Committee & Strategic Planning Committee
OCC 015691- OCC 015939	12/3/00	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Annual Meeting of the Directors of CareFirst, Regular Session
OCC 015940- OCC 015982	1/22/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Strategic Planning Committee of CareFirst
OCC 015983- OCC 016048	2/22/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Directors of CareFirst, Regular Session

OCC 016049- OCC 016088	2/22/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of CareFirst BCBS
OCC 016089- OCC 016118	2/22/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Strategic Planning Committee of CareFirst
OCC 016119- OCC 016138	3/23/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Special Compensation Committee Meeting of the Board of Directors of CareFirst
OCC 016139- OCC 016159	3/23/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Special Meeting of the Strategic Planning & Finance Committees of CareFirst
OCC 016160- OCC 016164	4/20/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Special Compensation Committee Meeting of the Board of Directors of CareFirst
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 016165- OCC 016261	4/26/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Directors of CareFirst, Regular Session
OCC 016262- OCC 016289	4/26/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of CareFirst BCBS
OCC 016290- OCC 016305	4/26/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Strategic Planning Committee of CareFirst
OCC 016306- OCC 016335	5/24/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Strategic Planning & Finance Committees of CareFirst
OCC 016336- OCC 016343	5/24/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of CareFirst BCBS
OCC 016344- OCC 016390	6/12/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of CareFirst BCBS

OCC 016391- OCC 016406	7/9/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of CareFirst BCBS via Telephone
OCC 016408- OCC 016471	7/25/01 7/26/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Meeting of the Directors of CareFirst
OCC 016472- OCC 016492	7/25/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Executive Compensation Committee of the Board of Directors of CareFirst
OCC 016493- OCC 016542	7/25/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Strategic Planning & Finance Committees of CareFirst
OCC 016543- OCC 016576	8/23/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Strategic Planning Committee of CareFirst
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 016577- OCC 016606	9/25/01	N/A	N/A	CareFirst Response to OCC Request #180/ Minutes of the Strategic Planning Committee of CareFirst
OCC 016607	N/A	N/A	N/A	CareFirst Response to OCC Request #182/ Due Diligence by Carefirst's and GHMSI's Board of Directors/ Cover Sheet
OCC 016608	N/A	N/A	N/A	CareFirst Response to OCC Request #184/ Due Diligence by Carefirst's and GHMSI's Board of Directors/ Cover Sheet
OCC 016609	N/A	N/A	N/A	CareFirst Response to OCC Request #185/ Due Diligence by Carefirst's and GHMSI's Board of Directors/ Cover Sheet
OCC 016610	N/A	N/A	N/A	CareFirst Response to OCC Request #191/ Due Diligence by Carefirst's and GHMSI's Board of Directors/ Cover Sheet
OCC 016611	N/A	N/A	N/A	CareFirst Response to OCC Request #192/ Due Diligence by Carefirst's and GHMSI's Board of Directors/ Cover Sheet

OCC 016612	N/A	N/A	N/A	CareFirst Response to OCC Request #193/ Due Diligence by Carefirst's and GHMSI's Board of Directors/ Cover Sheet
OCC 016613	N/A	N/A	N/A	CareFirst Response to OCC Request #194/ Due Diligence by Carefirst's and GHMSI's Board of Directors/ Cover Sheet
OCC 016614	N/A	N/A	N/A	CareFirst Response to OCC Request #198/ Due Diligence by Carefirst's and GHMSI's Board of Directors/ Cover Sheet
OCC 016615	N/A	N/A	N/A	CareFirst Response to OCC Request #201/ Due Diligence by Carefirst's and GHMSI's Board of Directors/ Cover Sheet
OCC 016616	N/A	N/A	N/A	CareFirst Response to OCC Request #204/ Due Diligence by Carefirst's and GHMSI's Board of Directors/ Cover Sheet
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 016617	N/A	N/A	N/A	CareFirst Response to OCC Request #205/ Due Diligence by Carefirst's and GHMSI's Board of Directors/ Cover Sheet
OCC 016618	N/A	N/A	N/A	CareFirst Response to OCC Request #206/ Due Diligence by Carefirst's and GHMSI's Board of Directors/ Cover Sheet
OCC 016619	N/A	N/A	N/A	CareFirst Response to OCC Request #207/ Due Diligence by Carefirst's and GHMSI's Board of Directors/ Cover Sheet
OCC 016620	N/A	N/A	N/A	CareFirst Response to OCC Request #208/ Due Diligence by Carefirst's and GHMSI's Board of Directors/ Cover Sheet
OCC 016621	N/A	N/A	N/A	CareFirst Response to OCC Request #213/ BCBSA/ Cover Sheet
OCC 016622	N/A	N/A	N/A	CareFirst Response to OCC Request #216/ Inurement Cover Sheet

OCC 016623- OCC 016624	4/25/02	N/A	N/A	CareFirst Response to OCC Request #216/ Affidavit of Gene E. Bauer, PH.D.
OCC 016625	N/A	N/A	N/A	CareFirst Response to OCC Request #217/ Inurement Cont./ CoverSheet
OCC 016626	N/A	N/A	N/A	CareFirst Response to OCC Request #217/ Other Statutory Considerations/ CoverSheet
OCC 016627- OCC 016667	8/8/02	Thomas C. Geiser WellPoint	Stephen Lyons OCC	Cover Letter w/ Requests For Production of Information and Documents attached
OCC 016668- OCC 016672	8/8/02	N/A	Dana G. Sheppard DISR	Pleading titled: Department of Insurance and Securities Regulation's Reply to the Motion For a Continuance of Amended and Restated Application and Public Hearing Filed By WellPoint Health Networks Inc., GHMS, Inc., and CareFirst, Inc.
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 016673	8/8/02	Ren Tundermann Funk& Bolton	Stephen Lyons OCC	Letter confirming agreement to accept service on behalf of Accenture and CSFBC
OCC 0116674	8/7/02	Raymond Santora OCC	Ren Tundermann Funk & Bolton	Letter re: corrections to productions of documents
OCC 016675- OCC 016681	8/6/02	N/A	Dana G. Sheppard DISR	Pleading titled: Department of Insurance and Securities Regulation's Staff Response to DC Appleseed's Motion to Intervene
OCC 016682	8/6/02	Raymond Santora OCC	Ren Tundermann Funk & Bolton	Letter re: corrections to productions of documents
OCC 016683- OCC 016688	8/6/02	Dana G. Sheppard DISR	Ren Tundermann Funk & Bolton	Cover Letter w/ pleading titled: Motion for a Continuance of Amended and Restated Application and Public Hearing attached
OCC 016689	8/5/02	N/A	N/A	Public Notice printed in the Washington Post re: Conversion and Acquisition of BCBS of the National Capitol Area by WellPoint Health Networks, Inc.

OCC 016690	8/2/02	Raymond Santora OCC	Jacquelyn Flowers Office of Local Business Development	Memorandum re: Cain Brothers Affirmative Action Plan meets requirements
OCC 016691- OCC 016692	7/30/02	The Honorable Linda Cropp	John A. Koskinen Office of the City Administrator	Letter re: Documents available on DISR and OCC web sites
OCC 016693- OCC 016709	7/25/02	N/A	DC Appleseed Center for Law and Justice	Pleading titled: D.C. Appleseed's Motion to Intervene w/ Affidavit of Robin-Eve Jasper Managing Director attached
OCC 016710- OCC 016762	7/24/02	Stephen Lyons OCC	William Jews C/O Ren Tundermann; Edward Baran, GHMS	Cover Letter w/ Requests For Production of Information and Documents
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 016763- OCC 016811	7/24/02	Dana G. Sheppard DISR	Ren Tundermann Funk & Bolton	Letter re: DC Appleseed Center's detailed set of proposed information requests dated March 6, 2002 (attached) along w/ The Department of Insurance and Securities Regulation's First Request For Information (attached)
OCC 016812- OCC 016817	7/15/02	N/A	The Honorable Lawrence H. Mirel DISR	Case Management Order
OCC 016818- OCC 016819	6/25/02	Honorable Sharon Ambrose	Darryl G. Gorman OCC	Letter re: OCC's comments on a legislative proposal advanced by the DISR at the 6/24/02 hearing.
OCC 016820- OCC 016821	6/25/02	Honorable Sharon Ambrose	Dana G. Sheppard DISR	Letter re: Identification of Experts to be Retained by DISR and OCC to Review the Proposed Conversion and Acquisition of CareFirst
OCC 016822- OCC 016823	6/24/02	Raymond Santora OCC	Dana G. Sheppard DISR	Memorandum re: Request for Information From Committee on Consumer and Economic Affairs

OCC 016824- OCC 016826	6/24/02	N/A	DC Appleseed Center	Statement of Walter Smith Executive Director, DC Appleseed Center/ Hearing on Bill 14-718, the “Department of Insurance and Securities Regulation Merger Review Amendment Act of 2002” before the Committee on Consumer and Regulatory Affairs
OCC 016827- OCC 016828	6/14/02	Commissioner Lawrence Mirel; Robert Rigsby/ OCC; John Ray/ Manatt, Phelps & Phillips	Thomas Geiser WellPoint	Letter re: Manatt Phelps & Phillips Retention Agreement
OCC 016829	6/14/02	Stephen Lyons OCC	Richard Hubbard Arnold & Porter	Letter re: GHMS- Severance Arrangements
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 016830	6/11/02	Robert Rigsby OCC	Councilmember Sharon Ambrose	Letter re: invitation to testify at the Committee on Consumer and Regulatory Affairs’ hearing noticed for 6/24/02 on Bill 14-718
OCC 016831- OCC 016843	6/7/02	Honorable Kathleen Pattterson	Raymond Santora OCC	Letter re: copy of Manatt, Phelps & Phillips Retention Agreement (attached) along w/ 5/30/02 letter from Manatt to Cain Brothers seeking a proposal from investment banking firms (attached)
OCC 016844	6/6/02	Richard Hubbard Arnold & Porter	Stephen Lyons OCC	Letter re: GHMS Severance arrangements
OCC 016845	5/31/02	Raymond Santora OCC	Jacquelyn Flowers Office of Local Business Development	Memorandum re: Affirmative Action Plan of Manatt, Phelps & Phillips meet requirements
OCC 016846- OCC 016851	5/30/02	Robert Rigsby OCC	Richard Hubbard Arnold & Porter	Letter re: GHMS Severance Arrangements for Executives w/ The Fair Care Foundation’s letter of 5/30/02 (attached)

OCC 016852- OCC 016855	5/30/02	Steve Hollis Cain Brothers	James Schwartz Manatt, Phelps & Phillips	Letter re: OCC and DISR request a written proposal
OCC 016856- OCC 016859	5/15/02	Lawrence Mirel Commissioner of Insurance	Ren Tundermann Funk & Bolton	Letter re: Proposed Case Management Order
OCC 016860- OCC 016890	5/15/02	The Honorable Lawrence Mirel DISR; Robert Rigsby, OCC	Attorneys for DC Appleseed Center For Law and Justice, Inc.	Letter re: Draft Legislation Responding to the Proposed CareFirst Conversion (attached)
OCC 016891- OCC 016893	5/3/02	Raymond Santora OCC	Ren Tundermann Funk & Bolton	Fax/Letter re: Freedom of Information Act/ Confidentiality of Documents
OCC 016894	4/5/02	Robert Rigsby OCC	The Honorable Lawrence Mirel DISR	Letter re: Confirmation of receipt of Form A Application filed w/ DISR
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 016895- OCC 016898	4/5/02	N/A	The Honorable Lawrence Mirel DISR	Preliminary Order
OCC 016899- OCC 016904	N/A	N/A	The Honorable Lawrence Mirel DISR	Draft of Proposed Case Management Order
OCC 016905- OCC 016908	4/8/02	The Honorable Steven B. Larsen The Honorable Lawrence Mirel DISR	Walter Smith CareFirst Watch Coalition	Letter re: press reports concerning the proposed merger of Freestate and Blue Choice

OCC 016909- OCC 016912	3/13/02	The Honorable Lawrence H. Mirel DISR	Linda W. Cropp Chairman Council of the District of Columbia	Letter re: Questions re scope of examination and impact of the proposed merger/conversion
OCC 016913	3/6/02	The Honorable Lawrence H. Mirel DISR	David M. Funk Funk & Bolton	Letter re: Written Testimony for Maryland Public Hearing
OCC 016914- OCC 016958	3/6/02	The Honorable Lawrence H. Mirel DISR Robert Rigsby OCC	Walter Smith DC Appleseed Center	Letter re: Information Requests (attached) keyed to the applicants' initial filings
OCC 016959- OCC 016960	January 2002	Members of CareFirst BCBS	CareFirst BCBS	Letter re: How merger will affect its members
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 016961- OCC 017003	January 2002	N/A	N/A	Accenture Community Impact Analysis of the Proposed Conversion of CareFirst to a For-Profit Business Entity and the Merger Between CareFirst and WellPoint Health Networks
OCC 017004- OCC 017015	11/16/01	N/A	N/A	Accenture Report titled: An Assessment of Health Coverage Industry Trends and CareFirst's Strategic Response
OCC 017016- OCC 017096	11/16/01	N/A	N/A	Accenture Report titled: Assessment of Health Coverage Industry Trends and CareFirst's Strategic Response Appendix
OCC 017097	12/21/01	Walter Smith DC Appleseed Center	John A. Picciotto BCBS	Letter re: Analysis of the public policy issues that need to be addressed as part of the consideration of proposal

OCC 017098- OCC 017099	12/20/01	Commissioners Larsen, Williams, Mirel and Gross; Attorneys General Curran, Brady and Kilgore and Mr. Rigsby	DC Appleseed Center	Letter re: Concerns with the proposed conversion of CareFirst to a for-profit corporation
OCC 017100	12/17/01	Walter Smith DC Appleseed Center	The Honorable Lawrence H. Mirel DISR	Letter re: Form A not filed yet; all documents will be made available by web site
OCC 017101- OCC 017106	12/14/01	The Honorable Lawrence H. Mirel DISR and Robert Rigsby OCC	Attorneys for DC Appleseed Center	Letter re: General considerations that relate to safeguarding the public interest and list entitled "Supporting Information For Proposed Transactions"
OCC 017107- OCC 017109	12/11/01	Robert Rigsby OCC	William Jews. CareFirst	Letter re: Accenture's findings and recommendations
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 017110- OCC 017226	November 2001	N/A	N/A	Carl J. Schramm Report titled: Blue Cross Conversion: Policy Considerations Arising From a Sale of the Maryland Plan
OCC 017227- OCC 017233	11/20/01	Robert Rigsby OCC	William Jews CareFirst	Cover Letter with copy of news release announcing the agreement with WellPoint (attached)
OCC 017234- OCC 017235	6/24/02	N/A	N/A	Public Hearing on Bill 14-718 the "Department of Insurance and Securities Regulation Merger Review Amendment Act of 2002" WITNESS LIST
OCC 017236- OCC 017237	6/24/02	N/A	N/A	Notice of Public Hearing on Bill 14-718 by Council of the District of Columbia Committee on Consumer and Regulatory Affairs
OCC 017238- OCC 017272	6/24/02	N/A	N/A	DCPCA Testimony on Bill 14-718 by Sharon A. Baskerville Executive Director

OCC 017273- OCC 017282	6/24/02	N/A	N/A	DCHA Testimony Before Committee on Consumer & Regulatory Affairs Council of the District of Columbia on Bill 14-718
OCC 017283	4/8/02	N/A	N/A	Announcement of CareFirst Conversion Public Forum @ Martin Luther King Jr. Public Library
OCC 017284- OCC 017291	3/7/02	N/A	N/A	Transmittal of Enrolled Legislation, Bill # 14-569 and Fiscal Impact Statement dated 3/5/02
OCC 017292- OCC 017295	4/5/02	N/A	N/A	DISR Preliminary Order signed by Lawrence Mirel
OCC 017296- OCC 017302	N/A	N/A	N/A	Testimony of Arabella W. Teal, Principal Deputy Corporation Counsel of OCC / Committee Hearing on Bill 14-718
OCC 017303 OCC 017402	6/24/02	N/A	N/A	CareFirst BCBS Strategy Discussion / Board Meeting
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 017403- OCC 017897	8/19/02	The Honorable Lawrence Mirel DISR	David Funk Funk & Bolton	Amended Form A Statement Regarding the Acquisition of Control of or Merger with A Domestic Insurer
OCC 017898	8/19/02	John Ray Manatt, Phelps & Phillips	Ren Tundermann Funk & Bolton	Cover letter for the First Supplemental Set of Responses to the OCC
OCC 017899	N/A	N/A	N/A	CareFirst Response to OCC Request #6/ General Information/ Cover Sheet
OCC 017900- OCC 017906	N/A	N/A	N/A	CareFirst Response to OCC Request #6/ “Legal Process For Proposed Transaction”
OCC 017907	N/A	N/A	N/A	CareFirst Response to OCC Request #21/ Corporate Documents/ Cover Sheet

OCC 017908	N/A	N/A	N/A	CareFirst Response to OCC Request #25/ Corporate Documents/ Cover Sheet
OCC 017909	N/A	N/A	N/A	CareFirst Response to OCC Request #33/ Retention of Consultants/ Financial Advisors/ Cover Sheet
OCC 017910	N/A	N/A	N/A	CareFirst Response to OCC Request #37/ Retention of Consultants/ Financial Advisors/ Cover Sheet
OCC 017911	N/A	N/A	N/A	CareFirst Response to OCC Request #169/ CSFB's Process Review
OCC 017912	N/A	N/A	N/A	CareFirst Response to OCC Request #177/ Due Diligence by CareFirst's and GHMSI's Board of Directors
OCC 017913	N/A	N/A	N/A	CareFirst Response to OCC Request #178/ Due Diligence by CareFirst's and GHMSI's Board of Directors
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 017914	N/A	N/A	N/A	CareFirst Response to OCC Request #195/ Due Diligence by CareFirst's and GHMSI's Board of Directors
OCC 017915	N/A	N/A	N/A	CareFirst Response to OCC Request #197/ Due Diligence by CareFirst's and GHMSI's Board of Directors
OCC 017916	N/A	N/A	N/A	CareFirst Response to OCC Request #198/ Due Diligence by CareFirst's and GHMSI's Board of Directors
OCC 017917	N/A	N/A	N/A	CareFirst Response to OCC Request #209/ Due Diligence by CareFirst's and GHMSI's Board of Directors
OCC 017918	N/A	N/A	N/A	CareFirst Response to OCC Request #210/ Due Diligence by CareFirst's and GHMSI's Board of Directors

OCC 017919	N/A	N/A	N/A	CareFirst Response to OCC Request #211/ Due Diligence by CareFirst's and GHMSI's Board of Directors
OCC 017920	N/A	N/A	N/A	CareFirst Response to OCC Request #212/ Due Diligence by CareFirst's and GHMSI's Board of Directors
OCC 0117921	N/A	N/A	N/A	CareFirst Response to OCC Request #230/ Accenture's Reports
OCC 0117922	8/26/02	Manatt Phelps & Phillips	Funk & Bolton	WellPoints Response to OCC Request, Cover Letter
OCC 0117923	N/A	N/A	N/A	WellPoints Response to OCC Request # 3, Cover Sheet
OCC 017924- OCC 017959	N/A	N/A	N/A	WellPoints Response to OCC Request #10, "Blue Cross of California, Individual and Family Health Programs Featuring PlanScape, Keeping Californians Covered"
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 017960- OCC 018027	N/A	N/A	N/A	WellPoints Response to OCC Request #10, "Blue Cross of California, FlexScape for Small Groups, Small Group Sales and Enrollment Guide"
OCC 018028	N/A	N/A	N/A	WellPoints Response to OCC Request #13, Cover Sheet
OCC 018029 OCC 018035	N/A	N/A	N/A	WellPoints Response to OCC Request # 20, WellPoint HIPPA Presentation
OCC 018036- OCC 018044	N/A	N/A	N/A	WellPoints Response to OCC Request #20, WellPoint IT Vision Presentation
OCC 018045- OCC 018123	N/A	N/A	N/A	WellPoints Response to OCC Request #20, Rating Agency Reports from 1999 to present

OCC 018124- OCC 018125	N/A	N/A	N/A	
OCC 018126	N/A	N/A	N/A	WellPoints Response to OCC Request # 29, Cover Sheet
OCC 018126.01- OCC 018174	11/19/01	N/A	N/A	WellPoints Response to OCC Request # 35, Bank of America Board Book; Project Congress
OCC 018175	N/A	N/A	N/A	WellPoints Response to OCC Request # 53, Cover Sheet
OCC 018176	N/A	N/A	N/A	WellPoints Response to OCC Request # 94, Cover Sheet
OCC 018177	N/A	N/A	N/A	WellPoints Response to OCC Request # 95, Cover Sheet
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 018178	N/A	N/A	N/A	WellPoints Response to OCC Request # 107, Cover Sheet
OCC 018179	N/A	N/A	N/A	WellPoints Response to OCC Request # 108, Cover Sheet
OCC 018180	N/A	N/A	N/A	WellPoints Response to OCC Request # 109, Cover Sheet
OCC 018181	N/A	N/A	N/A	WellPoints Response to OCC Request # 111, Cover Sheet
OCC 018182	N/A	N/A	N/A	WellPoints Response to OCC Request # 124, Cover Sheet

OCC 018183	N/A	N/A	N/A	WellPoints Response to OCC Request # 125 , Cover Sheet
OCC 018184- OCC 018192	5/29/01	N/A	N/A	WellPoints Response to OCC Request # 126 , WellPoint Health Networks Inc., Board of Directors Meeting
OCC 018193- OCC 018196	4/1/02	N/A	N/A	WellPoints Response to OCC Request # 20 , Inventory of documents
OCC 018197- OCC 019795	12/8/00	N/A	N/A	WellPoints Response to OCC Request # 20 , Form A, as amended, Statement Regarding the Acquisition of Control of a Domestic Insurer, <u>Blue Cross and Blue Shield of Georgia, Inc., Greater Georgia Life Insurance Company, Inc., and HMO Georgia, Inc., Wholly-owned Subsidiaries of Cerulean Companies, Inc. by WellPoint Health Networks, Inc.</u> , filed with the Insurance department of the state of Georgia, 11/4/98 amended 7/28/00 and 12/8/00
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 019796- OCC 021126	11/16/01	N/A	N/A	WellPoints Response to OCC Request # 20 , Form A, Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer, <u>RightChoice Insurance Company, a Wholly Owned Subsidiary of RightChoice Managed Care, Inc. d/b/a Blue Cross & Blue Shield of Missouri and Alliance Blue Cross and Blue Shield by WellPoint Health Networks Inc.</u> , filed with the Insurance department of the State of Illinois, 11/16/01
OCC 021127- OCC 022481	11/16/01	N/A	N/A	WellPoints Response to OCC Request # 20 , Form A, Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer, <u>Healthy Alliance Life Insurance Company HMO Missouri, Inc. Healthlink HMO, Inc. Wholly Owned Subsidiaries of Right Choice Managed Care, Inc. d/b/a Blue Cross & Blue Shield of Missouri and Alliance Blue Cross and Blue Shield by WellPoint Health Networks Inc.</u> , filed with the Insurance Department of the

				State of Missouri, 11/16/01
OCC 022482	9/3/02	Manatt, Phelps & Phillips	Funk & Bolton	CareFirst Second Supplemental Set of Responses to OCC Request / Cover Letter
OCC 022483 OCC 022485	6/1/02	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 7/ Cover sheet and CareFirst “Executive Level Chart, including Vice Presidents and above”
OCC 022486 OCC 022496	N/A	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 13/ Cover Letter and Holdco, Inc.’s Articles of Amendment and Reinstatement and CareFirst, Inc.’s Articles of Inc.
OCC 022497- OCC 022501	N/A	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 13/ BCBS of Maryland Articles of Amendment and Restatement and CareFirst of Maryland, Inc. Articles of Incorporation
OCC 022502- OCC 022503	12/16/97	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 13/ An Act and A House Bill to Amend the Federal Charter for GHMSI and other purposes by the 105 th Congress of the USA
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 022505- OCC 022514	N/A	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 14/ CareFirst, Inc.’s Articles of Amendment and Restatement and CareFirst’s Inc. Articles of Incorporation
OCC 022515- OCC 022538	N/A	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 14/ CareFirst, Inc.’s Amended and Restated By-Laws
OCC 022539- OCC 022558	N/A	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 14/ CareFirst of Maryland , Inc. BYLAWS
OCC 022559- OCC 022574	N/A	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 14/ GHMSI’s BYLAWS

OCC 022575- OCC 022782	1/22/99	Darryl Reese Delaware Dept. of Insurance	Duane, Morris & Hecksher	CareFirst Second Supplemental Set of Responses to OCC Request # 15/ Form A: Statement Regarding the Acquisition of Control of or Merger With a Domestic Insurer, Allnation Insurance Co, A Subsidiary of BCBSD, Inc. Filed by CareFirst, Inc.
OCC 022783	2/6/97	Dwight Bartlett Maryland Insurance Commissioner	John A. Picciotto BCBS of Maryland	CareFirst Second Supplemental Set of Responses to OCC Request # 15/ Cover Letter for filing Form A (BCBS of Maryland and GHMSI)
OCC 022784	2/6/97	Dwight Bartlett Maryland Insurance Commissioner	Jacqueline Wells GHMSI	CareFirst Second Supplemental Set of Responses to OCC Request # 15/ Cover Letter for filing Form A (BCBS of Maryland and GHMSI)
OCC 022785	2/6/97	Patrick Kelly Interim Insurance Commissioner	John A. Picciotto BCBS of Maryland	CareFirst Second Supplemental Set of Responses to OCC Request # 15/ Cover Letter for filing Form A (BCBS of Maryland and GHMSI)
OCC 022786	2/6/97	Patrick Kelly Interim Insurance Commissioner	Jacqueline Wells GHMSI	CareFirst Second Supplemental Set of Responses to OCC Request # 15/ Cover Letter for filing Form A (BCBS of Maryland and GHMSI)
OCC 022787	2/6/97	Alfred Gross Virginia Insurance Commissioner	John A. Picciotto BCBS of Maryland	CareFirst Second Supplemental Set of Responses to OCC Request # 15/ Cover Letter for filing Form A (BCBS of Maryland and GHMSI)
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 022788	2/6/97	Alfred Gross Virginia Insurance Commissioner	Jacqueline Wells GHMSI	CareFirst Second Supplemental Set of Responses to OCC Request # 15/ Cover Letter for filing Form A (BCBS of Maryland and GHMSI)
OCC 022789- OCC 023086	2/6/97	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 15/ Form A: Statement re: the Acquisition of Control of or Merger with a Domestic Insurer Filed by BCBS of MD, Inc. and GHMSI
OCC 023087- OCC 023091	12/23/97	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 15/ DISR, Government of the District of Columbia, In re: GHMSI <u>Opinion and Order in Regard to the Petition to Intervene of the Fair Care Foundation</u>

OCC 023092- OCC 023094	12/23/97	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 15/ Press Release: Maryland Insurance Commissioner Larsen Approves Business Combination of Maryland and D.C. Blues
OCC 023095- OCC 023140	2001	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 16/ 2001 Annual Report of CareFirst, Inc.
OCC 023141- OCC 023180	2000	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 16/ 2000 Annual Report of CareFirst, Inc.
OCC 023181- OCC 023215	1999	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 16/ 1999 Annual Report of CareFirst, Inc.
OCC 023216- OCC 023251	1998	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 16/ 1998 Annual Report of CareFirst, Inc.
OCC 023252- OCC 023286	1997	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 16/ 1997 Annual Report of BlueCross Blue Shield of Maryland
OCC 023287- OCC 023318	1996	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 16/ 1996 BlueCross Blue Shield of Maryland
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 023319- OCC 023346	1997	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 16/ 1997 Annual Report of BCBS of NCA
OCC 023347- OCC 023361	1996	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 16/ 1996 Annual Report of BCBS of NCA
OCC 023362- OCC 023465	12/31/01	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 17/ Statutory Filings: Annual Statement of CareFirst of MD, Inc.
OCC 023466- OCC 023579	12/31/01	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 17/ Statutory Filings: Annual Statement of GHMSI

OCC 023580- OCC 023689	12/31/01	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 17/ Statutory Filings: Annual Statement of BCBSD, Inc.
OCC 023690- OCC 023790	12/31/01	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 17/ Statutory Filings: Annual Statement of the FreeState Health Plan
OCC 023791- OCC 023896	12/31/01	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 17/ Statutory Filings: Annual Statement of CareFirst Blue Choice, Inc.
OCC 023897- OCC 023898	N/A	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 24/ Corporate Documents Cover Sheet
OCC 023899- OCC 023972	1/16/98	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 25/ Ellin & Tucker Report
OCC 023973- OCC 024112	3/5/01	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 25/ Ellin & Tucker Report
OCC 024113- OCC 24117	10/10/01	David Wolf Executive VP CareFirst BCBS	Accenture	CareFirst Second Supplemental Set of Responses to OCC Request # 36/ Accenture Invoice
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 024118- OCC 024121	11/7/01	David Wolf Executive VP CareFirst BCBS	Accenture	CareFirst Second Supplemental Set of Responses to OCC Request # 36/ Accenture Invoice
OCC 024122- OCC 024124	1/16/01	David Wolf Executive VP CareFirst BCBS	Accenture	CareFirst Second Supplemental Set of Responses to OCC Request # 36/ Accenture Invoice
OCC 024125- OCC 024127	3/6/01	David Wolf Executive VP CareFirst BCBS	Accenture	CareFirst Second Supplemental Set of Responses to OCC Request # 36/ Accenture Invoice
OCC 024128- OCC 024130	5/7/01	David Wolf Executive VP CareFirst BCBS	Accenture	CareFirst Second Supplemental Set of Responses to OCC Request # 36/ Accenture Invoice

OCC 024131- OCC 024132	N/A	N/A	N/A	CareFirst Second Supplemental Set of Responses to OCC Request # 37/ Retention of Consultants/Financial Advisors Cover Sheet
OCC 024133- OCC 024136	9/21/00	David Wolf Executive VP CareFirst BCBS	Donaldson, Lufkin & Jenrette	CareFirst Second Supplemental Set of Responses to OCC Request # 42/ Donaldson, Lufkin & Jenrette Invoice
OCC 024137- OCC 024138	8/2/00	David Wolf Executive VP CareFirst BCBS	Donaldson, Lufkin & Jenrette	CareFirst Second Supplemental Set of Responses to OCC Request # 42/ Donaldson, Lufkin & Jenrette Invoice
OCC 024139- OCC 024140	1/26/01	G. Mark Chaney Executive VP CareFirst	Credit Suisse First Boston	CareFirst Second Supplemental Set of Responses to OCC Request # 42/ CSFB Invoice
OCC 024141- OCC 024142	11/1/01	G. Mark Chaney Executive VP CareFirst	Credit Suisse First Boston	CareFirst Second Supplemental Set of Responses to OCC Request # 42/ CSFB Invoice
OCC 024143- OCC 024145	11/29/01	G. Mark Chaney Executive VP CareFirst	Credit Suisse First Boston	CareFirst Second Supplemental Set of Responses to OCC Request # 42/ CSFB Invoice
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 024146 OCC 024147	12/4/01	G. Mark Chaney Executive VP CareFirst	Credit Suisse First Boston	CareFirst Second Supplemental Set of Responses to OCC Request # 42/ CSFB Invoice
OCC 024148- OCC 024150	4/1/02	G. Mark Chaney Executive VP CareFirst	Credit Suisse First Boston	CareFirst Second Supplemental Set of Responses to OCC Request # 42/ CSFB Invoice
OCC 024151 OCC 024152	8/15/02	G. Mark Chaney Executive VP CareFirst	Credit Suisse First Boston	CareFirst Second Supplemental Set of Responses to OCC Request # 42/ CSFB Invoice
OCC 024153- OCC 024159	9/11/02	Richard Herzog, Esq. Harkins	Jefferson Blomquist, Esq. Funk & Bolton	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02/ Cover Letter and Applicants' Response to D.C. Appleseed's Request For Information Transmitted on 6/17/02

		Cunningham		
OCC 024160	N/A	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 1/ Cover Sheet
OCC 024161- OCC 024185	12/31/98 and 1997	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #1/ CareFirst, Inc. and Affiliates Consolidated Financial Statements as of December 31 1998 and 1997 Together with Report of Independent Public Accountants and Supplementary Consolidating Information
OCC 024186- OCC 024206	12/31/99 and 1998	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #1/ CareFirst, Inc. and Affiliates Consolidated Financial Statements as of December 31 1999 and 1998 Together with Report of Independent Public Accountants and Supplementary Consolidating Information
OCC 024207 OCC 024238	12/31/00and 1999	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #1/ CareFirst, Inc. and Affiliates Consolidated Financial Statements as of December 31 2000 and 1999 Together with Report of Independent Public Accountants and Supplementary Consolidating Information
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 024239 OCC 024273	12/31/01and 2000	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #1/ CareFirst, Inc. and Affiliates Consolidated Financial Statements as of December 31 2001 and 2000 Together with Report of Independent Public Accountants and Supplementary Consolidating Information
OCC 024274- OCC 025192	12/31/98	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #1/ CareFirst, Inc. and Affiliates Federal Tax #52-2069215 Federal Tax Return For the Year Ended December 31, 1998
OCC 025193- OCC 026000	1999	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #1/ CareFirst, Inc. and Affiliates 1999

				Federal Consolidated Return, Tax Year Ending 12/31/99
OCC 026001- OCC 027100	2000	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #1/ CareFirst, Inc. and Affiliates 2000 Federal Consolidated Return, Tax Year Ending 12/31/00
OCC 027101	N/A	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #2/ Cover Sheet
OCC 027102- OCC 027103	N/A	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ Cover Sheet
OCC 027104- OCC 027124	2/24/98	Board of Trustees of GHMSI	Coopers & Lybrand,LLP	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ GHMSI Consolidated Balance Sheets as of 12/31/97 and 1996
OCC 027125- OCC 027146	12/31/98 and 1997	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ GHMSI Consolidated Financial Statements as of 12/31/98 and 1997 Together With Report of Independent Public Accountants and Supplementary Consolidating Information
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 027147 OCC 027165	12/31/99 and 1998	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ GHMSI Consolidated Financial Statements as of 12/31/99 and 1998 Together With Report of Independent Public Accountants and Supplementary Consolidating Information
OCC 027166 OCC 027189	12/31/00 and 1999	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ GHMSI Consolidated Financial Statements as of 12/31/00 and 1999 Together With Report of Independent Public Accountants and Supplementary Consolidating Information

OCC 027190- OCC 027214	12/31/01and 2000	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ GHMSI Consolidated Financial Statements as of 12/31/01 and 2000 Together With Report of Independent Public Accountants and Supplementary Consolidating Information
OCC 027215- OCC 027234	12/31/97 and 1996	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ CareFirst of Maryland, Inc. and Subsidiaries (Formerly BCBS of Maryland, Inc.) Consolidated Financial Statements as of 12/31/97 and 1996 Together With Report of Independent Public Accountants and Supplementary Consolidating Information
OCC 027235- OCC 027258	12/31/98 and 1997	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ CareFirst of Maryland, Inc. and Subsidiaries (Formerly BCBS of Maryland, Inc.) Consolidated Financial Statements as of 12/31/98 and 1997 Together With Report of Independent Public Accountants and Supplementary Consolidating Information
OCC 027259- OCC 027279	12/31/99 and 1998	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ CareFirst of Maryland, Inc. and Subsidiaries Consolidated Financial Statements as of 12/31/99 and 1998 Together With Report of Independent Public Accountants and Supplementary Consolidating Information
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 027280- OCC 027305	12/31/00 and 1999	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ CareFirst of Maryland, Inc. and Subsidiaries Consolidated Financial Statements as of 12/31/00 and 1999 Together With Report of Independent Public Accountants and Supplementary Consolidating Information
OCC 027306 OCC 027334	12/31/01and 2000	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ CareFirst of Maryland, Inc. and Subsidiaries Consolidated Financial Statements as of 12/31/01 and 2000 Together With Report of Independent Public Accountants and Supplementary Consolidating Information

OCC 027335- OCC 027351	12/31/97 and 1996	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ BCBSD, Inc. and Subsidiaries Consolidated Financial Statements as of 12/31/97 and 1996 Together With Report of Independent Public Accountants
OCC 027352- OCC 027372	12/31/98 and 1997	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ BCBSD, Inc. and Subsidiaries Consolidated Financial Statements as of 12/31/98 and 1997 Together With Report of Independent Public Accountants
OCC 027373- OCC 027391	12/31/99 and 1998	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ BCBSD, Inc. and Subsidiaries Consolidated Financial Statements as of 12/31/99 and 1998 Together With Report of Independent Public Accountants
OCC 027392- OCC 027415	12/31/00 and 1999	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ BCBSD, Inc. and Subsidiaries Consolidated Financial Statements as of 12/31/00 and 1999 Together With Report of Independent Public Accountants
OCC 027416- OCC 027441	12/31/01 and 2000	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request #4/ BCBSD, Inc. and Subsidiaries Consolidated Financial Statements as of 12/31/01 and 2000 Together With Report of Independent Public Accountants
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 027442	N/A	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 7/ Cover Sheet
OCC 027443	N/A	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 9/ Cover Sheet
OCC 027443- OCC 027446	N/A	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 13/ Material Leases & Other Significant Contractual Arrangements
OCC 027447	N/A	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Cover Sheet

OCC 027448- OCC 027512	6/1/00	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ CareFirst Investment Banker Update Presentation to the Strategic Planning Committee
OCC 027513- OCC 027559	7/00	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Presentation to Project Chesapeake
OCC 027560- OCC 027592	7/27/00	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Presentation to Strategic Planning Committee of Project Chesapeake
OCC 027593- OCC 027639	10/26/00	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Presentation to Strategic Planning Committee of Project Chesapeake
OCC 027640- OCC 027651	11/21/00	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Presentation to Strategic Planning Committee of Project Chesapeake
OCC 027652- OCC 027658	1/18/01	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Project Chesapeake Executive Summary by CSFB
OCC 027659- OCC 027669	N/A	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Project Chesapeake Key Transaction Issues by CSFB
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 027670- OCC 027678	3/21/01	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Project Chesapeake Summary of Key Terms by CSFB
OCC 027679- OCC 027683	7/20/00	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Project Chesapeake WellPoint Overview by CSFB
OCC 027684- OCC 027691	11/00	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Project Chesapeake Summary of Key Proposed Terms by CSFB

OCC 027692- OCC 027729	7/27/00	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Presentation to Project Chesapeake by CSFB
OCC 027730- OCC 027759	12/4/00	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Presentation to the Board of Directors Project Chesapeake by CSFB
OCC 027760- OCC 027764	N/A	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Project Chesapeake Key Transaction Issues by CSFB
OCC 027765- OCC 027791	4/25/01	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Project Chesapeake Summary of Major Provisions by CSFB
OCC 027792- OCC 027833	11/20/01	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 14/ Project Chesapeake Summary of Key Proposed Terms by CSFB
OCC 027834	N/A	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 15/ Cover Sheet
OCC 027835- OCC 027859	N/A	N/A	N/A	CareFirst Documents in Response to DC Appleseed's Requests dated 6/17/02, Request # 16/ Maryland Health Care Commission, A Guide For Consumers
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 027860	9/16/02	John Ray Manatt, Phelps & Phillips	Ren Tundermann Funk & Bolton	CareFirst Third Supplemental Set of Responses to OCC / Cover Letter
OCC 027861- OCC 028042	2000	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 26/ Audited Statements 2000
OCC 028043- OCC 028256	2001	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 26/ Audited Statements 2001

OCC 028257- OCC 028258	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 31/ Cover Sheet
OCC 028259- OCC 028260	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 52/ Cover Sheet
OCC 028261- OCC 028262	3/8/02	David Wolf Executive VP CareFirst BCBS	Joe Marabito Accenture	CareFirst Third Supplemental Set of Responses to OCC Request # 52/ Letter describing Accenture's work with CareFirst
OCC 028263- OCC 028264	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 53/ Cover Sheet
OCC 028265- OCC 028266	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 54/ Cover Sheet
OCC 028267- OCC 028268	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 55/ Cover Sheet
OCC 028269- OCC 028270	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 56/ Cover Sheet
OCC 028271- OCC 028272	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 57/ Cover Sheet
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 028273- OCC 028274	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 59/ Cover Sheet
OCC 028277- OCC 028278	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 62/ Cover Sheet
OCC 028279- OCC 028280	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 66/ Cover Sheet

OCC 028281- OCC 028282	January 2002	CareFirst BCBS Members	William Jews CareFirst	CareFirst Third Supplemental Set of Responses to OCC Request # 66/ Letter to members regarding merge with WellPoint
OCC 028283- OCC 028284	January 2002	CareFirst BCBS Members	William Jews CareFirst	CareFirst Third Supplemental Set of Responses to OCC Request # 66/ Letter to members regarding merge with WellPoint
OCC 028285- OCC 028286	January 2002	CareFirst BCBS Members	William Jews CareFirst	CareFirst Third Supplemental Set of Responses to OCC Request # 66/ Letter to members regarding merge with WellPoint
OCC 028287- OCC 028288	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 69/ Cover Sheet
OCC 028289- OCC 028290	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 70/ Cover Sheet
OCC 028291- OCC 028292	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 71/ Cover Sheet
OCC 028293- OCC 028294	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 72/ Cover Sheet
OCC 028295- OCC 028296	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 75/ Cover Sheet
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 028297- OCC 028298	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 83/ Cover Sheet
OCC 028299- OCC 028300	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 88/ Cover Sheet
OCC 028301- OCC 028302	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Cover Sheet

OCC 028303- OCC 028352	12/31/01	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement CareFirst, Inc Year 2001
OCC 028353- OCC 028466	12/31/01	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement GHMS, Inc Year 2001
OCC 028467- OCC 028572	12/31/01	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement CareFirst BlueChoice, Inc Year 2001
OCC 028573- OCC 028674	12/31/01	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement CareFirst of Maryland, Inc Year 2001
OCC 028675- OCC 028775	12/31/01	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement FreeState Health Plan, Inc Year 2001
OCC 028776- OCC 028858	12/31/01	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement Delmarva Health Plan, Inc Year 2001
OCC 028859- OCC 028968	12/31/01	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement BCBSD, Inc Year 2001
OCC 028969- OCC 029014	12/31/00	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement CareFirst, Inc Year 2000
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 029015- OCC 029107	12/31/00	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement GHMS, Inc Year 2000
OCC 029108- OCC 029277	12/31/00	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement CapitalCare, Inc Year 2000
OCC 029278- OCC 029371	12/31/00	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement FreeState Health Plan, Inc Year 2000

OCC 029372- OCC 029442	12/31/00	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement Delmarva Health Plan, Inc Year 2000
OCC 029443- OCC 029555	12/31/00	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement BCBSD, Inc Year 2000
OCC 029556- OCC 029596	12/31/99	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement CareFirst, Inc Year 1999
OCC 029597- OCC 029702	12/31/99	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement GHMS, Inc Year 1999
OCC 029703- OCC 029783	12/31/99	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement CapitalCare, Inc Year 1999
OCC 029784- OCC 029884	12/31/99	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement CareFirst of Maryland, Inc Year 1999
OCC 029885- OCC 029971	12/31/99	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement FreeState Health Plan, Inc Year 1999
OCC 029972- OCC 030046	12/31/99	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement Delmarva Health Plan, Inc Year 1999
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 030047- OCC 030165	12/31/99	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 112/ Annual Statement BCBSD, Inc Year 1999
OCC 030166- OCC 030167	N/A	N/A	N/A	CareFirst Third Supplemental Set of Responses to OCC Request # 113/ Cover Sheet
OCC 030168	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #1/ Cover Sheet

OCC 030169	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #6/ Cover Sheet
OCC 030170	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #16/ Cover Sheet
OCC 030171- OCC 030191	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #16/ Bylaws of WellPoint Health Networks, Inc.
OCC 030192	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #17/ Cover Sheet
OCC 030193	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #18/ Cover Sheet
OCC 030194	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ Cover Sheet
OCC 030195- OCC 030219	3/31/98	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ WellPoint Health Networks, Inc Form 10-Q Quarterly Report
OCC 030220- OCC 030253	6/30/98	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ WellPoint Health Networks, Inc Form 10-Q Quarterly Report
OCC 030254- OCC 030289	9/30/98	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ WellPoint Health Networks, Inc Form 10-Q Quarterly Report
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 030290- OCC 030322	3/31/99	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ WellPoint Health Networks, Inc Form 10-Q Quarterly Report
OCC 030323- OCC 030359	6/30/99	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ WellPoint Health Networks, Inc Form 10-Q Quarterly Report
OCC 030360- OCC 030397	9/30/99	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ WellPoint Health Networks, Inc Form 10-Q Quarterly Report

OCC 030398 OCC 030425	3/31/00	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ WellPoint Health Networks, Inc Form 10-Q Quarterly Report
OCC 030426- OCC 030461	6/30/00	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ WellPoint Health Networks, Inc Form 10-Q Quarterly Report
OCC 030462- OCC 030497	9/30/00	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ WellPoint Health Networks, Inc Form 10-Q Quarterly Report
OCC 030498- OCC 030530	3/31/01	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ WellPoint Health Networks, Inc Form 10-Q Quarterly Report
OCC 030531- OCC 030564	6/30/01	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ WellPoint Health Networks, Inc Form 10-Q Quarterly Report
OCC 030565 OCC 030608	9/30/01	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ WellPoint Health Networks, Inc Form 10-Q Quarterly Report
OCC 030609- OCC 030655	3/31/02	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ WellPoint Health Networks, Inc Form 10-Q Quarterly Report
OCC 030656- OCC 030717	6/30/02	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #19/ WellPoint Health Networks, Inc Form 10-Q Quarterly Report
OCC 030718	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #29/ Cover Sheet
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 030719	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #34/ Cover Sheet
OCC 030720	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #42/ Cover Sheet
OCC 030721	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #43/ Cover Sheet

OCC 030722	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #48/ Cover Sheet
OCC 030723	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #49/ Cover Sheet
OCC 030724	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #50/ Cover Sheet
OCC 030725	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #51/ Cover Sheet
OCC 030726	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #57/ Cover Sheet
OCC 030727	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #74/ Cover Sheet
OCC 030728	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #79/ Cover Sheet
OCC 030729	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #80/ Cover Sheet
OCC 030730	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #85/ Cover Sheet
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 030731	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #86/ Cover Sheet
OCC 030732	N/A	N/A	N/A	WellPoint's First Supplemental Response to OCC Request #87/ Cover Sheet
OCC 030733	N/A	N/A	N/A	CSFB's Responses to the OCC Request # 20/ Cover Sheet

OCC 030734- OCC 030740	6/15/00	The Board of Directors of CareFirst BCBS	John Patterson Donaldson, Lufkin & Jenrette	CSFB's Responses to the OCC Request # 20/ Engagement Letter
OCC 030741	N/A	N/A	N/A	CSFB's Responses to the OCC Request # 21/ Cover Sheet
OCC 030742	N/A	N/A	N/A	CSFB's Responses to the OCC Request # 22/ Cover Sheet
OCC 030743	N/A	N/A	N/A	CSFB's Responses to the OCC Request # 23/ Cover Sheet
OCC 030744- OCC 030746	N/A	N/A	N/A	CSFB's Responses to the OCC Request # 24/ Cover Sheet and CSFB Fee Calculation Associated with CareFirst Engagement
OCC 030747	N/A	N/A	N/A	CSFB's Responses to the OCC Request # 25/ Cover Sheet
OCC 030748	N/A	N/A	N/A	CSFB's Responses to the OCC Request # 26/ Cover Sheet
OCC 030749	N/A	N/A	N/A	CSFB's Responses to the OCC Request # 43/ Cover Sheet
BATES NO.	DATE	TO	FROM	DESCRIPTION
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 030750	9/30/02	Ren Tundermann Funk & Bolton	John Ray Manatt, Phelps & Phillips	CareFirst's Fourth Supplemental Set of Responses to OCC Request/ Cover Letter
OCC 030751- OCC 030752	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #2/ Cover Sheet

OCC 030753	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #3/ Cover Sheet
OCC 030754	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #51/ Cover Sheet
OCC 030755	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #95/ Cover Sheet
OCC 030756	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #96/ Cover Sheet
OCC 030757	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #97/ Cover Sheet
OCC 030758	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #98/ Cover Sheet
OCC 030759	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #99/ Cover Sheet
OCC 030760	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #100/ Cover Sheet
OCC 030761	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #101/ Cover Sheet
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 030762	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #103/ Cover Sheet
OCC 030763	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #105/ Cover Sheet

OCC 030764	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #107/ Cover Sheet
OCC 030765	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #109/ Cover Sheet
OCC 030766	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #115/ Cover Sheet
OCC 030767	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #116/ Cover Sheet
OCC 030768	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #117/ Cover Sheet
OCC 030769	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #118/ Cover Sheet
OCC 030770	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #119/ Cover Sheet
OCC 030771	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #120/ Cover Sheet
OCC 030772	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #121/ Cover Sheet
OCC 030773	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #122/ Cover Sheet
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 030774	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #123/ Cover Sheet
OCC 030775	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #125/ Cover Sheet

OCC 030776	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #126/ Cover Sheet
OCC 030777	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #127/Cover Sheet
OCC 030778	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #128/ Cover Sheet
OCC 030779	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #129/ Cover Sheet
OCC 030780	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #130/ Cover Sheet
OCC 030781	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #131/ Cover Sheet
OCC 030782	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #133/ Cover Sheet
OCC 030783	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #134/ Cover Sheet
OCC 030784	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #135/ Cover Sheet
OCC 030785	N/A	N/A	N/A	CareFirst's Fourth Supplemental Set of Responses to OCC Request #136/ Cover Sheet
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 030786	10/2/02	Manatt, Phelps & Phillips	Funk & Bolton	Cover Letter accompanying final draft of the Maryland hearing transcripts
OCC 030787- OCC 031111	3/11/02	N/A	N/A	In the Matter of Arbitration- The Conversion to For-Profit of CareFirst, Inc. and its Subsidiaries and Acquisition by WellPoint

				Health Networks, Inc./Maryland Hearing Transcript before Commissioner Steven B. Larsen
OCC 031112- OCC 031449	3/13/02	N/A	N/A	In the Matter of Arbitration- The Conversion to For-Profit of CareFirst, Inc. and its Subsidiaries and Acquisition by WellPoint Health Networks, Inc./Maryland Hearing Transcript before Commissioner Steven B. Larsen
OCC 031450- OCC 031784	3/14/02	N/A	N/A	In the Matter of Arbitration- The Conversion to For-Profit of CareFirst, Inc. and its Subsidiaries and Acquisition by WellPoint Health Networks, Inc./Maryland Hearing Transcript before Commissioner Steven B. Larsen
OCC 031785- OCC 032025	4/29/02	N/A	N/A	In the Matter of Arbitration- The Conversion to For-Profit of CareFirst, Inc. and its Subsidiaries and Acquisition by WellPoint Health Networks, Inc./Maryland Hearing Transcript before Commissioner Steven B. Larsen
OCC 032026- OCC 032233	4/30/02	N/A	N/A	In the Matter of Arbitration- The Conversion to For-Profit of CareFirst, Inc. and its Subsidiaries and Acquisition by WellPoint Health Networks, Inc./Maryland Hearing Transcript before Commissioner Steven B. Larsen
OCC 032234- OCC 032254	10/14/02	Manatt, Phelps & Phillips	Funk & Bolton	CSFB's Second Set of Responses to the OCC/ Cover Letter and written responses to No's 1-19, 27-42, 44-45 and 47-55.
OCC 032235- OCC 032261	6/15/00	William Jews CareFirst	Donaldson, Lufkin & Jenrette John Patterson	CSFB's Second Set of Responses to the OCC Request # 1/ Agreement between CareFirst BCBS and Donaldson, Lufkin & Jenrette Securities Corp to act as its exclusive financial advisor
OCC 032262- OCC 032300	11/20/01	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 1/ Presentation to the Board of Directors Project Chesapeake
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 032301- OCC 032404	Undated	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 2/ Agreement and Plan of Merger by and Among WellPoint Health Networks Inc., a Delaware For-Profit Corp. CareFirst, Inc. A Maryland Not-For-Profit Corp and Congress Acquisition Corp. A Maryland Corp with Articles of Merger between CareFirst, Inc. and

				Congress Acquisition Corp. attached
OCC 032405- OCC 032406	Undated	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9/ Credit Suisse First Boston: Documents Produced to the Maryland Insurance Commissioner In re: CareFirst/WellPoint Transaction
OCC 032407- OCC 032430	3/4/02	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9/ Prefiled Written Testimony Stuart F. Smith, Managing Director Credit Suisse First Boston Corp.
OCC 032431- OCC 032501	6/1/00	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Presentation to the Strategic planning Committee Project Chesapeake by Donaldson Lufkin & Jenrette
OCC 032502- OCC 032548	July 2000	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Presentation to Project Chesapeake by Donaldson Lufkin & Jenrette
OCC 032549- OCC 032586	7/27/00	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Presentation to Project Chesapeake by Donaldson Lufkin & Jenrette
OCC 032587- OCC 032619	7/27/00	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Presentation to the Strategic planning Committee Project Chesapeake by Donaldson Lufkin & Jenrette
OCC 032620- OCC 032666	10/26/00	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Presentation to the Strategic planning Committee Project Chesapeake by Donaldson Lufkin & Jenrette
OCC 032667- OCC 032678	11/21/00	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Presentation to the Finance Committee and Strategic Planning Committee of Project Chesapeake by Credit Suisse First Boston
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 032679- OCC 032706	12/4/00	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Presentation to the Board of Directors Project Chesapeake by Credit Suisse First Boston

OCC 032707- OCC 032715	12/4/00	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / CareFirst, Inc.” Geographic Expansion Alternatives”, Discussion of the Board of Directors
OCC 032716- OCC 032722	Undated	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Executive Summary by CSFB
OCC 032723-	Undated	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Next Steps by CSFB
OCC 032724- OCC 032736	Undated	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Key Transaction Issues by CSFB
OCC 032737- OCC 032740	Undated	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Interloper Analysis by Credit Suisse First Boston
OCC 032741- OCC 032745	Undated	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Summary of Key Terms by CSFB
OCC 032746- OCC 032749	Undated	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Summary of Major Provisions by CSFB
OCC 032750- OCC 032784	4/26/01	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Presentation to the Board of Directors project Chesapeake by CSFB
OCC 032785- OCC 032787	Undated	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Summary of Major Provisions by CSFB
OCC 032788- OCC 032792	Undated	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / WellPoint Overview by CSFB
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 032793- OCC 032802	Undated	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Summary of Key Proposed Terms by CSFB

OCC 032803- OCC 032837	11/20/01	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 9 / Presentation to the Board of Directors Project Chesapeake by CSFB
OCC 032838	3/12/02	David Wolf CareFirst	CSFB	CSFB's Second Set of Responses to the OCC Request #28 / Letter re: additional information in connection w/ CSFB engagement by CareFirst w/ respect to its currently proposed transaction w/ WellPoint
OCC 032839- OCC 032840	11/20/01	CareFirst, Inc. Board of Directors	CSFB	CSFB's Second Set of Responses to the OCC Request # 28/ Letter re: Fairness from a financial point of view to the holders of CareFirst common stock immediately prior to the Merger
OCC 032841- OCC 032908	6/1/00	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 31/ Presentation to the Strategic Planning Committee project Chesapeake by Donaldson, Lufkin & Jenrette
OCC 032909- OCC 032943	7/27/00	N/A	N/A	CSFB's Second Set of Responses to the OCC Request # 31/ Presentation to the Strategic Planning Committee project Chesapeake by Donaldson, Lufkin & Jenrette
OCC 032944- OCC 033045	9/5/02	N/A	Office of the Corporation Counsel	Press Release titled: "Corporation Counsel Announces CareFirst Public Forums" September 24 th and 26 th 2002
OCC 032946- OCC 032948	9/5/02	Whom it May Concern	Stephen Lyons OCC	Announcement of Public Forums to be held September 24 th and 26 th 2002 re: Proposed Conversion of GHMS and CareFirst from non- profit to for-profit status and Acquisition thereof by WellPoint
OCC 032949- OCC 033053	9/26/02	N/A	N/A	Transcript of Public Forum on the Proposed Conversion of GHMS and CareFirst by WellPoint
OCC 033054- OCC 033091	9/24/02	N/A	N/A	Transcript of Public Forum on the Proposed Conversion of GHMS and CareFirst by WellPoint
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 033092- OCC 033096	9/24/02	N/A	N/A	Statement of Luwanda Jenkins/ Community Relations Manager CareFirst BCBS

OCC 033097	10/7/02	Mr. Boris Mushinik	Raymond Santora OCC	Cover Letter for statement of OCC re 9/26/02 Public Forum
OCC 033098- OCC 033099	9/26/02	N/A	Office of Corporation Counsel	September 26 th Public Forum Order of Speakers
OCC 033100- OCC 033104	9/26/02	N/A	Office of Corporation Counsel	Opening Statement by Stephen Lyons /Public Forum
OCC 033105	Undated	Office of Corporation Counsel	Gray Panthers of Metropolitan Washington	Written Testimony of Gray Panthers of Metropolitan Washington Re comments on the proposed conversion
OCC 033106- OCC 033107	9/26/02	Office of Corporation Counsel Ray Santora	The League of Women Voters of the District of Columbia Patricia Hallman	Statement/Letter re the proposed conversion
OCC 033108- OCC 033111	9/26/02	Office of Corporation Counsel	Washington Psychiatric Society Catherine May	Statement re the proposed conversion
OCC 033112- OCC 033118	9/26/02	Office of Corporation Counsel	District of Columbia Hospital Association	Testimony presented by Raymond Sczudlo on the proposed conversion
OCC 033119	9/15/02	Tina Ang Manatt,Phelps & Phillips	William H. Reynolds	Letter re the proposed conversion
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 033120- OCC 033121	9/26/02	Office of Corporation Counsel	DC Commission on Aging James O'Donnell	Statement re the proposed conversion

OCC 033122- OCC 033123	5/28/02	N/A	DC Federation of Civic Associations Gregory New	Statement re the proposed conversion
OCC 033124- OCC 033135	9/26/02	Office of Corporation Counsel	Community Catalyst James R. Whitley	Testimony presented by James R. Whitley on the proposed conversion
OCC 033136- OCC 033141	9/26/02	Office of Corporation Counsel	Health Care Now Sam Jordan	Remarks presented by Sam Jordan on the proposed conversion
OCC 033142- OCC 033144	9/26/02	Office of Corporation Counsel	Medical Society of the District of Columbia Eliot Sorel, MD	Testimony of Eliot Sorel on the proposed conversion
OCC 033145- OCC 033152	10/2/02	Stephen Lyons OCC	District of Columbia Hospital Association Joan Lewis	Letter w/ revised copy of written testimony presented by DCHA's Committee Chair Raymond Sczudlo at the September 26th hearing.
OCC 033153	10/2/02	Allen Chapel AME Church Rev. Leon Lipscombe	Stephen Lyons OCC	Letter re thanks for hosting public forum on September 24 th
OCC 033154	10/2/02	District of Columbia Hospital Assoc. Joan Lewis	Stephen Lyons OCC	Letter re receipt of revised written testimony of Mr. Sczudlo
OCC 033155- OCC 033156	9/17/02	N/A	N/A	Newsletter/Update from Health Care Now! Titled: "Your Health Matters."
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 033157- OCC 033160	3 rd Quarter 2002	N/A	N/A	CareFirst BCBS Newsletter titled "CareFirst/WellPoint Merger Update"

OCC 033161- OCC 033162	Undated	N/A	N/A	Health Care Now! Newsletter titled “ The CareFirst Conversion: Why CareFirst Should Maintain its Non-Profit Status”
OCC 033163- OCC 033165	11/30/01	Robert Rigsby OCC	William Jews CareFirst BCBS	Letter w/ copy of newspaper article from the Baltimore Sun attached
OCC 033166- OCC 033177	12/14/01	The Honorable Lawrence Mirel DISR and Robert Rigsby OCC	DC Appleseed Center	Letter re Proposed Transaction Involving Conversion of CareFirst and Acquisition by WellPoint
OCC 033178- OCC 033276	5/22/02	N/A	N/A	Transcript of Public Forum re Application of WellPoint Health Networks, Inc. regarding Conversion and Acquisition of Control of GHMS Inc.
OCC 033277- OCC 033437	5/28/02	N/A	N/A	Transcript of Public Forum re Application of WellPoint Health Networks, Inc. regarding Conversion and Acquisition of Control of GHMS Inc.
OCC 033438- OCC 033444	5/30/02	Robert R. Rigsby OCC	Richard Hubbard Arnold & Porter	Letter re Fair Care Foundation request that the OCC investigate the severance arrangements for the executive officers of GHMSI
OCC 033445-	6/6/02	Richard Hubbard Arnold & Porter	Stephen Lyons OCC	Letter re receipt of May 30, 2002 letter regarding severance arrangements
OCC 033446- OCC 033449	6/25/02	The Honorable Lawrence Mirel DISR	A.G. Newmyer The Fair Care Foundation	Article from the June 17 issue of Modern Healthcare
OCC 033450- OCC 033453	7/10/02	Bennett Ruskoff OCC	Terry Newmyer The Fair Care Foundation	Email w/ Corporate Legal Times, December 2001 article titled “ A Wayward Non-Profit Gets Clobbered A Hard Lesson on Oversight”
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 033454- OCC 033462	7/18/00	Robert Rigsby OCC The Honorable Lawrence Mirel	Cain Brothers	Engagement Letter

		DISR		
OCC 033463- OCC 033464	7/27/02	Bennett Rushkoff OCC	Terry Newmyer The Fair Care Foundation	Fax w/ letter from Senator Van Hollen to the Attorney General attached
OCC 033465- OCC 033468	7/26/02	Bennett Rushkoff OCC	Terry Newmyer The Fair Care Foundation	Fax w/ newsletter from the Cincinnati Enquirer titled: "State Sues Dater Trustees"
OCC 033469- OCC 033475	8/6/02	N/A	N/A	Department of Insurance and Securities Regulation's Staff Response to DC Appleseed's Motion to Intervene
OCC 033476- OCC 033558	8/9/02	The Honorable Sharon Ambrose Committee on Consumer and Regulatory Affairs	DC Appleseed	Letter re: Legislative Amendments Responding to Proposed CareFirst Conversion w/ enclosures: August 6, 2002 DISR Staff Response to DC Appleseed's Motion to Intervene; July 31, 2002 WellPoint, CareFirst, and GHMSI Response to DC Appleseed's Motion to Intervene; document containing the excerpts from DC Statute that correspond with proposed permanent legislation with the proposed amendments
OCC 033559- OCC 033560	8/9/02	The Honorable Lawrence Mirel DISR	George Barker Health Systems Agency of Northern Virginia	Letter in response to July 15, 2002 Case Management Order
OCC 033561-	8/19/02	Raymond Santora OCC; John Harris Cain Brothers; The Honorable Lawrence Mirel DISR	Thomas C. Geiser WellPoint	Letter re CareFirst/WellPoint Transaction- Retention Agreement for Cain Brothers
BATES NO.	DATE	TO	FROM	DESCRIPTION
OCC 033562- OCC 033568	8/22/02	Arabella Teal	Rene Wallis DC Primary Care	Fax w/ 5/30/02 letter from Arnold & Porter to Robert Rigsby re GHMSI Severance Arrangements for Executives and Request of The

			Association	Fair Care Foundation
OCC 033569- OCC 033578	8/29/02	John Ray & Jim Schwartz Manatt, Phelps & Phillips;	Raymond Santora OCC	Fax w/ Commonwealth of Virginia's Motion to Intervene attached
OCC 033579- OCC 033675	8/30/02	Stephen Lyons OCC	Frederick Campbell Mithcell, Williams, Selig, Gates & Woodyard	Letter w/ DISR Transcript of Proceedings from the Status Conference of 8/27/02 attached
OCC 033676- OCC 033678	9/3/02	Rene Wallis DC Primary Care Association	Stephen Lyons OCC	Letter re DCPCA's Memo to Carlotta Harville
OCC 033679	6/6/02	Richard Hubbard Arnold & Porter	Stephen Lyons OCC	Letter re receipt of May 30, 2002 letter re severance arrangements of the executive officers of GHMSI
OCC 033680- OCC 033686	8/27/02	Carlotta Harville	Rene Wallis DC Primary Care Association	Memo re OCC's role in protecting the public interest in community assets GHMSI, letter dated 5/30/02 attached
OCC 033687- OCC 033693	8/30/02	N/A	N/A	Response to Health Systems Agency of Northern Virginia's Request to Intervene
OCC 033694- OCC 033733	9/5/02	The Honorable Steven Larsen Maryland Insurance Commissioner	Thomas Geiser WellPoint	Letter re The Blackstone Group- Draft Evaluation Report- attached
OCC 033734- OCC 033742	9/11/02	Richard Herzog Harkins Cunningham	Jefferson Blomquist Funk & Bolton	Cover Letter w/ CareFirst's Response to DC Appleseed's Request for Information Transmitted on June 17, 2002 attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 033743- OCC 033750	9/12/02	Richard Herzog Harkins Cunningham	Jefferson Blomquist Funk & Bolton	Cover Letter w/ CareFirst's Amended Response to DC Appleseed's Request for Information Transmitted on June 17, 2002 attached
OCC 033751- OCC 033762	9/16/02	N/A	N/A	Applicants' Opposition to DC Appleseed's Motion to Compel Applicants to Comply With the Commissioner's Directive of May 21, 2002
OCC 033763- OCC 033767	9/16/02	N/A	N/A	Memorandum of the Department of Insurance and Securities Regulation Staff's Opposition to DC Appleseed's Motion to Compel the Applicants to Comply With the Commissioner's Directive of May 21, 2002
OCC 033768- OCC 033772	9/16/02	N/A	N/A	Applicants' Opposition to DC Appleseed's Request For Health Policy Analysts Meeting With DISR Staff
OCC 033773- OCC 033776	9/18/02	N/A	N/A	Reply by DC Appleseed to Applicants' Opposition to DC Appleseed's Request For Health Policy Analysts Meeting With DISR Staff
OCC 033777- OCC 033783	9/19/02	Dana Sheppard DISR	Richard Herzog Harkins Cunningham	Cover Letter w/ DC Appleseed's Reply to Applicants' Opposition to DC Appleseed's Motion to Compel Applicants to Comply With the Commissioner's Directive of May 21, 2002 attached
OCC 033784- OCC 033795	10/9/02	N/A	N/A	CareFirst's Interrogatories to DC Appleseed
OCC 033796- OCC 033805	10/9/02	N/A	N/A	CareFirst's First Request For Production of Documents to DC Appleseed
OCC 033806- OCC 033901	10/21/02	John Ray Manatt, Phelps & Phillips	Ren Tundermann Funk & Bolton	Cover Letter w/ CareFirst's Fifth Supplemental Set of Responses to the Office of Corporation Counsel's First Request For Information Attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 033902- OCC 033912	9/20/01	Joseph Marabito, Shawna Valenta, Sharon Lawless @ Accenture; Sandy Beard & Jeff Valentine @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Outline for Interim Case For Change attached
OCC 033913- OCC 033915	9/25/01	Joseph Marabito, @ Accenture; Sandy Beard, Dee Cosgrove and Jeff Valentine @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ draft of the Executive Summary for the External Case for Change attached
OCC 033916- OCC 033919	9/26/01	Joseph Marabito, @ Accenture; Sandy Beard, Dee Cosgrove and Jeff Valentine @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ updated Interim Executive Summary for the External Case for Change for CareFirst attached
OCC 033920- OCC 033924	9/26/01	Scott Soffier @ Accenture	Jeff Valentine@ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ updated Interim Executive Summary for the External Case for Change for CareFirst attached
OCC 033925- OCC 033926	9/26/01	Scott Soifer @ Accenture	Jeff Valentine @ Accenture	CareFirst Response to OCC's Request # 48/ Email re Updated Executive Summary
OCC 033927- OCC 033937	9/27/01	Sandy Beard, Dee Cosgrove, Jeff Valentine and Doug Thompson@ CareFirst	Sharon Lawless @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Executive Summary along with the supporting chart attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 033938- OCC 033947	9/27/01	Sandy Beard @ CareFirst	Joseph Marabito @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft Executive Summary attached
OCC 033948- OCC 033957	9/27/01	Debra Nielsen & Sandy Beard @ CareFirst	Joseph Marabito @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft Executive Summary attached
OCC 033958- OCC 033961	9/27/01	Sandy Beard @ CareFirst	Joseph Marabito @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft Executive Summary attached
OCC 033962- OCC 033968	9/27/01	Sandy Beard@ CareFirst	Joseph Marabito @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft Executive Summary attached
OCC 033969- OCC 033972	9/28/01	Sandy Beard@ CareFirst; Scott Coifer @ Accenture	Joseph Marabito @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft Executive Summary attached
OCC 033973- OCC 033977	9/30/01	Sandy Beard, Jeff Valentine & Doug Thompson @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft Executive Summary attached
OCC 033978- OCC 033986	10/2/01	Sandy Beard, Jeff Valentine & Doug Thompson @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft Executive Summary Main Document and Inserted Charts attached
OCC 033987 OCC 034001	10/2/01	Sandy Beard, Jeff Valentine & Doug Thompson @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft of Inserted Charts to Executive Summary attached
OCC 034002- OCC 034018	10/2/01	Scott Soifer @ Accenture	Jeff Valentine @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ Draft of suggested edits to the Executive Summary attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 034019- OCC 034027	10/3/01	Sandy Beard, Jeff Valentine & Doug Thompson @ CareFirst; Joseph Marabito @ Accenture	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Revised Interim Case for Change Main Document attached
OCC 034028- OCC 034036	10/3/01	Scott Soifer @ Accenture	Jeff Valentine @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ Revised Interim Case for Change Main Document attached
OCC 034037- OCC 034041	10/4/01	Sandy Beard @ CareFirst, Sharon Lawless & Shawna Valenta @ Accenture	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Next Steps Workplan attached
OCC 034042- OCC 034043	10/4/01	Scott Soifer @ Accenture, Sandy Beard & Jeff Valentine @ CareFirst	Shawna Valenta @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ CareFirst capital restrictions attached
OCC 034044- OCC 034046	10/4/01	Shawna Valenta @ Accenture	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ CareFirst capital restrictions attached
OCC 034047- OCC 034049	10/4/01	Scott Soifer @ Accenture	Jeff Valentine @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ CareFirst capital restrictions attached
OCC 034050- OCC 034054	10/4/01	Jeff Valentine & Sandy Beard @ CareFirst	Sharon Lawless @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ CareFirst Case Study Criteria Spreadsheet attached
OCC 034055- OCC 034062	10/4/01	Jeff Valentine @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ final copy of Main Document attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 034063- OCC 034138	10/5/01	Scott Soifer, Shawna Valenta, Joseph Marabito, Joseph Siu @ Accenture; Jeff Valentine & Sandy Beard @ CareFirst	Sharon Lawless@ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Appendix and Revised Main Document Slides attached
OCC 034139-	10/5/01	Sandy Beard & Jeff Valentine @ CareFirst	ShawnaValenta @ Accenture	CareFirst Response to OCC's Request # 48/ Email re Case Study Market Analysis
OCC 034140- OCC 034162	10/8/01	Sandy Beard & Jeff Valentine @ CareFirst	Sharon Lawless @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Recent Versions of Main Document, Appendix and Main Document Slides attached
OCC 034163- OCC 034235	10/8/01	Sandy Beard @CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Recent Versions of Main Document, Appendix and Main Document Slides attached
OCC 034236- OCC 034249	10/8/01	Sandy Beard @CareFirst	ShawnaValenta @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/Research in Local Markets Spreadsheet attached
OCC 034250	10/8/01	ShawnaValenta @ Accenture	ShawnaValenta @ Accenture	CareFirst Response to OCC's Request # 48/ Email re Research in Local Markets Spreadsheet
OCC 034251	10/9/01	Sandy Beard @CareFirst	ShawnaValenta @ Accenture	CareFirst Response to OCC's Request # 48/ Email re Milliman & Robertson
OCC 034252- OCC 034259	10/9/01	Sandy Beard & Jeff Valentine @CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ modified regulation on CareFirst's Capital Decisions attached
OCC 034260-	10/9/01	Sandy Beard @CareFirst; Joseph Marabito @ Accenture	Shawna Valenta @ Accenture	CareFirst Response to OCC's Request # 48/ Email re California Managed Care Review 2001
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 034261- OCC 034268	10/9/01	Scott Soifer @ Accenture	Jeff Valentine @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ modified regulation on CareFirst's Capital Decisions attached
OCC 034269- OCC 034347	10/9/01	Steven Hammett @ CareFirst	Jeff Valentine @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ Full Interim Accenture Report attached
OCC 034348- OCC 034356	10/10/01	Sandy Beard @ CareFirst	Osylin Graham @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ Memo from Milliman & Robertson describing the Health Cost Index Report along with pricing information
OCC 034357-	10/10/01	Scott Soifer @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email re CFMI, GHMSI and BCBSD taxation status
OCC 034358	10/11/01	Sandy Beard @ CareFirst; Sharon Lawless, Scott Soifer, Joseph Siu & Joseph Marabito @ Accenture	Shawna Valenta @ Accenture	CareFirst Response to OCC's Request # 48/ Email re various reports relating to Nonprofit/ Profit health plans
OCC 034359- OCC 034360	10/11/01	Sandy Beard @ CareFirst; Sharon Lawless, Scott Soifer, Joseph Siu & Joseph Marabito @ Accenture	Shawna Valenta @ Accenture	CareFirst Response to OCC's Request # 48/ Email re additional various reports relating to Nonprofit/ Profit health plans
OCC 034361	10/16/01	Sandy Beard & Jeff Valentine @ CareFirst,	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email re status report
OCC 034362- OCC 034368	10/17/01	Sandy Beard & Jeff Valentine @ CareFirst,	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ draft of Case Study Findings attached
OCC 034369	10/17/01	Scott Soifer @ Accenture	Jeff Valentine @ CareFirst	CareFirst Response to OCC's Request # 48/ Email re Trigon news release
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 034370- OCC 034399	10/19/01	Sandy Beard, Doug Thompson & Jeff Valentine @ CareFirst,	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Michigan Audit (BCBS) articles attached
OCC 034400- OCC 034426	10/20/01	Sandy Beard, Doug Thompson & Jeff Valentine @ CareFirst,	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft of Updated Executive Summary and Main Document
OCC 034427- OCC 034428	10/22/01	Joseph Marabito @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ 10/25/01 Accenture Presentation
OCC 034429- OCC 034430	10/23/01	Sandy Beard @ CareFirst	Joseph Marabito @ Accenture	CareFirst Response to OCC's Request # 48/ Email re 10/25/01 SPC Meeting
OCC 034431- OCC 034469	10/24/01	Joseph Marabito @ Accenture	Douglas Ryckman @ Accenture; David Wolf & Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ Accenture Strategic Planning Committee Presentation Document attached
OCC 034459- OCC 034469	10/29/01	Sandy Beard, Doug Thompson & Jeff Valentine @ CareFirst,	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft of Main Document and Updated Case for Change attached
OCC 034470- OCC 034475	10/30/01	Sandy Beard, Doug Thompson & Jeff Valentine @ CareFirst,	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft of Executive Summary attached
OCC 034476- OCC 034486	10/30/01	Scott Soifer @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ Draft of Executive Summary attached
OCC 034487- OCC 034488	10/30/01	Sandy Beard @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email re Executive Summary
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 034489- OCC 034503	11/01/01	Sandy Beard, Doug Thompson & Jeff Valentine @ CareFirst, & Doug Ryckman @ Accenture	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft of Executive Summary attached
OCC 034504- OCC 034512	11/0/101	Sandy Beard @ CareFirst; Joseph Marabito @ Accenture	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft of Main Document attached
OCC 034513	11/05/01	Joseph Marabito @ Accenture	Sand Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email re Impact Statement
OCC 034514	11/6/01	Joseph Marabito @ Accenture; David Wolf, Dee Cosgrove, John Picciotto & Laurie Meyer @ BCBSMD	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email confirming conference call
OCC 034515- OCC 034530	11/12/01	Sandy Beard @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Executive Summary for the Care for Change attached
OCC 034531- OCC 034532	11/13/01	Sandy Beard & Doug Thompson@ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email re David Pockell's "quote"
OCC 034533- OCC 034536	11/13/01	Rita Costello @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email re Estimating CareFirst's Discretionary Budget w/ Spreadsheets attached
OCC 034537- OCC 034543	11/13/01	Sandy Beard & Doug Thompson@ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Executive Summary updated with the approved quote from David Pockell
OCC 034544- OCC 034547	11/20/01	Sandy Beard @ CareFirst	Sharon Lawless @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Data Request Spreadsheet attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 034548- OCC 034550	11/27/01	Sandy Beard @ CareFirst; Joseph Marabito @ Accenture	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Cover Letter for the Case for Change attached
OCC 034551	11/27/01	Scott Soifer & Joseph Marabito @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email re Conference Call
OCC 034552- OCC 034553	11/27/01	Sandy Beard @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email re Conference Call
OCC 034554	11/27/01	Sandy Beard @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email re Conference Call with WellPoint, Rightchoice and Cerulean
OCC 034555	11/28/01	Scott Soifer & Joseph Marabito @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email re Conference Call with WellPoint set for 11/29/01
OCC 034556- OCC 034560	11/29/01	Sandy Beard @ CareFirst; Joseph Marabito, Joseph Siu, Shawna Valenta & Sharon Lawless @ Accenture	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ CF Research attached
OCC 034561- OCC 034565	11/20/01	Sandy Beard @CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Data Request attached
OCC 034566- OCC 034570	11/30/01	Thomas Geiser @ WellPoint J. Feuer & C. Harman @ BCBSGA	Sandy Beard @CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ Data Request attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 034571- OCC 034575	12/4/01	Doug Thompson @ CareFirst; Scott Soifer, Joseph Marabito, Shawna Valenta & Sharon Lawless @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ Data Request attached
OCC 034576	12/4/01	Scott Soifer, Joseph Marabito, Shawna Valenta & Sharon Lawless @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email re Abell Report & Impact Statement
OCC 034577- OCC 034578	12/4/01	Scott Soifer @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email re Contact Information Charles Harman
OCC 034579- OCC 034580	12/4/01	Sandy Beard @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email re Abell Report & Impact Statement
OCC 034581- OCC 034582	12/4/01	Scott Soifer @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email re Contact Information Charles Harman
OCC 034583- OCC 034589	12/4/01	Sandy Beard @ CareFirst; C. Harman & J. Feuer @ BCBSGA; Thomas Geiser @ WellPoint	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ CareFirst Impact Statement- Data Requests attached
OCC 034590- OCC 034592	12/5/01	Scott Soifer & Joseph Marabito @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ cover letter to William Jews attached
OCC 034593- OCC 034596	12/11/01	Joseph Marabito & Mary Dolan @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email re Accenture Media Briefing w/ cover letter attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 034597	12/12/01	Doug Thompson @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email re Impact Statement
OCC 034598	12/12/01	Scott Soifer @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email re Impact Statement
OCC 034599- OCC 034600	12/12/01	Scott Soifer @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email re sharing the Case for Change
OCC 034601- OCC 034605	12/12/01	James Day & Jeff Valentine @ CareFirst; Mac, Janet Sparre & Joseph Marabito @ Accenture	Joseph Marabito @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Revised CareFirst Release attached
OCC 034606- OCC 034611	12/12/01	Joseph Marabito @ Accenture	Mac @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Revised CareFirst Release attached
OCC 034612- OCC 034613	12/13/01	Mac @ Accenture	Jim Day @ Accenture	CareFirst Response to OCC's Request # 48/ Email re CareFirst Report Release
OCC 034614	12/13/01	Joseph Marabito, Scott Soifer @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email re Billing
OCC 034615- OCC 034616	12/13/01	Sandy Beard @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email re Billing
OCC 034617- OCC 034621	12/13/01	Jim Day @ Accenture	Janet Sparre @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ CareFirst report release attached
OCC 034622- OCC 034669	12/13/01	David Wolf, Dee Cosgrove, Sandy Beard & Doug Thompson @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft of Impact Statement attached
OCC 034670- OCC 034692	12/14/01	Scott Soifer @ Accenture	Doug Thompson @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ Draft of Impact Statement attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 034693- OCC 034717	12/14/01	David Wolf, Dee Cosgrove, Sandy Beard & Doug Thompson @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft of Completed Impact Statement attached
OCC 034718	12/14/01	Sandy Beard & Doug Thompson @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email re WLP Quote
OCC 034719- OCC 034770	12/18/01	David Wolf, John Picciotto, Sandy Beard, Doug Thompson, Dee Cosgrove and Laurie Meyer @ CareFirst; Joseph Marabito, Douglas Ryckman, Janet Sparre, Donald Hamilton and Mac @ Accenture	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Draft of Updated Impact Statement attached
OCC 034771- OCC 034795	12/18/01	Scott Soifer @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ Draft of Impact Statement including comments attached
OCC 034796	12/18/01	Sandy Beard @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email confirming receipt of Impact Statement
OCC 034797- OCC 034978	12/19/01	Sandy Beard @ CareFirst; Joseph Marabito & Donald Hamilton @ Accenture	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email re Revised Wording For Biz Purpose
OCC 034799- OCC 034800	12/19/01	Scott Soifer @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email re Revised Wording For Biz Purpose reply
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 034801- OCC 034802	12/19/01	Sandy Beard @ CareFirst	Wanda Moore @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ Schedule of Charitable Contributions attached
OCC 034803- OCC 034804	12/19/01	Scott Soifer @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email w/ Schedule of Charitable Contributions attached
OCC 034805- OCC 034848	12/20/01	Sandy Beard, David Wolf, John Picciotto, Doug Thompson, Dee Cosgrove & Laurie Meyer @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Updated Impact Statement
OCC 034849- OCC 034891	12/22/01	Ren Tundermann @ Funk & Bolton	Joseph Marabito @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Updated Impact Statement
OCC 034892- OCC 034939	1/4/02	David Wolf, John Picciotto, Sandy Beard, @ CareFirst; Douglas Ryckman, Donald Hamilton, Janet Sparre, Mac, Richard Wheeler, & Scott Soifer @ Accenture	Joseph Marabito @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Updated Latest Impact Statement
OCC 034940	1/4/02	Sandy Beard @ CareFirst	Joseph Marabito @ Accenture	CareFirst Response to OCC's Request # 48/ Email re Kansas Documents/ link to website
OCC 034941	1/7/02	Sharon Lawless @ Accenture	Sandy Beard @ CareFirst	CareFirst Response to OCC's Request # 48/ Email re Impact Statement
OCC 034942- OCC 034985	1/10/02	Sandy Beard @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ January 2002 Impact Statement attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 034986- OCC 035004	1/10/02	Sandy Beard @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ SAMS/ Sources, Assumptions and Methodologies attached
OCC 035005- OCC 035045	1/10/02	Sandy Beard @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Appendix Charts / Impact Statement attached
OCC 035046- OCC 035147	1/10/02	Sandy Beard @ CareFirst	Scott Soifer @ Accenture	CareFirst Response to OCC's Request # 48/ Email w/ Final Versions of Impact Statement, Charts included in the Appendix and Assumptions , Sources and Methodologies
OCC 035148- OCC 035191	6/22/00	N/A	N/A	CareFirst Response to OCC's Request # 156/ Draft of Presentation to Project Chesapeake by Donaldson, Lufkin & Jenrette
OCC 035192- OCC 035233	4/24/00	N/A	N/A	CareFirst Response to OCC's Request # 156/ Draft of Presentation to CareFirst BCBS by Donaldson, Lufkin & Jenrette
OCC 035234- OCC 035383	Undated	N/A	N/A	CareFirst Response to OCC's Request # 156/ Blue Cross Controlled Affiliate License Agreement
OCC 035384- OCC 035468	2/4/00	N/A	N/A	CareFirst Response to OCC's Request # 156/ Draft of Presentation to CareFirst BCBS by Donaldson, Lufkin & Jenrette
OCC 035469- OCC 035515	Undated	N/A	N/A	CareFirst Response to OCC's Request # 186/ Master Physician Participation Agreement Between GHMSI and CapitalCare,
OCC 035516- OCC 035599	Undated	N/A	N/A	CareFirst Response to OCC's Request # 186/ Primary Care Physician Participation Agreement Between CapitalCare and ____.
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 035600- OCC 035626	1/17/02	Boards of Directors/Trustees: CareFirst, CareFirst of Maryland, GHMSI and BCBSD	John Picciotto CareFirst BCBS	CareFirst Response to OCC's Request # 214/ Memo re BCBSA License Agreements and Standards
OCC 035627- OCC 035698	Undated	N/A	N/A	CareFirst Response to OCC's Request # 214/ Blue Cross License Agreement
OCC 035699- OCC 035771	Undated	N/A	N/A	CareFirst Response to OCC's Request # 214/ Blue Shield License Agreement
OCC 035772- OCC 035834	1/4/02	William Jews CareFirst	James Mead BCBS Association	CareFirst Response to OCC's Request # 214/ Letter w/ Guidelines to Administer the Controlled Affiliate License Agreements and Standards & Licensure Standards Evaluation Summary attached
OCC 035835- OCC 035857	Undated	N/A	N/A	CareFirst Response to OCC's Request # 214/ Blue Shield Controlled Affiliate License Agreement attached
OCC 035858- OCC 035899	1/4/02	William Jews CareFirst	James Mead BCBS Association	CareFirst Response to OCC's Request # 214/ Letter w/ Guidelines to Administer the Controlled Affiliate License Agreements and Standards & Licensure Standards Evaluation Summary attached
OCC 035900- OCC 035943	Undated	N/A	N/A	CareFirst Response to OCC's Request # 214/ Blue Cross Controlled Affiliate License Agreement
OCC 035944- OCC 036643	9/6/02	N/A	N/A	CareFirst Response to OCC's Request # 221/ Before the Maryland Insurance Administration the Deposition of William Jews w/ exhibits
OCC 036644- OCC 036684	10/21/02	Richard Herzog & A. Carl Caseman Harkins Cunningham	Jefferson Blomquist Funk & Bolton	CareFirst Response to Various DC Appleseed Information Requests/ CareFirst's Response to Various DC Appleseed Information Request with exhibits
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 036685- OCC 036820	12/31/96 thru 2002	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 2/ CareFirst of Maryland, Inc and Subsidiaries Consolidated Financial Statements as of December 31, 1997 and 1996; CareFirst, Inc and Affiliates Consolidated Financial Statements December 31, 1998 and 1997; December 31, 1999 and 1998; December 31, 2000 and 1999; December 31, 2001 and 2000; Q1 2001 and Q1 2002 Financial Statements
OCC 036821	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 5/ CONFIDENTIAL
OCC 036822- OCC 036839	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 6/ CareFirst Group Products; Individual Products; Ancillary Products; Out of Area Benefits and Product Innovations and Accreditations
OCC 036840	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 7/ Cover Sheet /Stat Statements previously provided
OCC 036841- OCC 037247	7/27/00- 11/20/01	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 8/ CSFB Presentations to Board
OCC 037248- OCC 037249	1/28/00	David Platter Donaldson, Lufkin & Jenrette	David D. Wolf CareFirst BCBS	CareFirst Response to Various DC Appleseed Information Request # 9/ Letter re how DLJ can help CF position itself to meet strategic goals
OCC 037250- OCC 037251	1/14/00	William Jews CareFirst	David Platter Donaldson, Lufkin & Jenrette	CareFirst Response to Various DC Appleseed Information Request # 9/ Letter re DLJ's credentials
OCC 037252- OCC 037253	4/10/00	William Jews CareFirst	Leandrd Galiban Donaldson, Lufkin & Jenrette	CareFirst Response to Various DC Appleseed Information Request # 9/ Letter re revised schedule denoting members of the DLJ group and health Care Group
OCC 037254- OCC 037260	6/15/00	The Board of Directors CareFirst	John Patterson Danaldson, Lufkin & Jenrette	CareFirst Response to Various DC Appleseed Information Request # 9/ Letter /Agreement ; Care First/ DLJ
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 037261- OCC 037262	6/26/01	William Jews CareFirst	Stuart Smith CSFB	CareFirst Response to Various DC Appleseed Information Request # 9/ Letter re Atlantic's letter of 6/22/01
OCC 037263- OCC 037264	1/29/02	David Wolf CareFirst	Stuart Smith CSFB	CareFirst Response to Various DC Appleseed Information Request # 9/ Letter re Comparable Public Companies Analysis
OCC 037265 OCC 037266	1/29/02	Board of Directors CareFirst	Stuart Smith CSFB	CareFirst Response to Various DC Appleseed Information Request # 9/ Letter re fairness from a financial point of view to the holders of CareFirst common stock immediately prior to the Merger
OCC 037267- OCC 037589	1997- 2001	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 10/ Minutes of the Meetings of the Board of Directors BCBS/Carefirst1997-2001
OCC 037590- OCC 037608	11/01	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 11/ Project Chesapeake Process Review by CSFB w/ related correspondence attached
OCC 037609-	3/19/01	CareFirst c/o CSFB Benjamin Adams	David Colby WellPoint	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re Item #2 of the 3/15/01 letter from WellPoint to CareFirst
OCC 037610 OCC 037611	4/24/01	CareFirst c/o CSFB Benjamin Adams	David Colby WellPoint	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re response to the issues raised by CSFB re a potential transaction w/ CareFirst; purchase price; minimum average purchaser stock price; etc.
OCC 037612- OCC 037615	2/20/01	Thomas Snead Trigon Healthcare	Benjamin Adams CSFB	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re Addendum to Bidding Procedures Letter Trigon Healthcare
OCC 037616- OCC 037619	3/2/01	CSFB Benjamin Adams	Thomas Snead Trigon Healthcare	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter/ Proposal
OCC 037620- OCC 037623	3/15/01	Benjamin Adams CSFB	Tim Nolan Trigon Healthcare	CareFirst Response to Various DC Appleseed Information Request # 11/ Memo w/ letter attached re clarification of proposal
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 037624 OCC 037626	4/23/02	Benjamin Adams CSFB	Thomas Snead Trigon Healthcare	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re proposal
OCC 037627-	6/12/01	David Wolf CareFirst	Timothy Nolan Trigon Healthcare	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re issues that need to be resolved for a mutually supportable CareFirst/Trigon conversion merger
OCC 037628- OCC 037635	6/22/01	William Jews CareFirst	Thomas Snead Trigon Healthcare	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re CareFirst/Trigon Partnership Summary of Key Business Terms
OCC 037636 OCC 037638	6/26/01	William Jews CareFirst	Thomas Snead Trigon Healthcare	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re three key issues that should be addressed re merger
OCC 037639- OCC 037640	7/11/01	William Jews CareFirst; Thomas Snead Trigon Healthcare	David Platter Bear Stearns	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re “Favorite Story”
OCC 037641- OCC 037643	7/19/01	William Jews CareFirst	Thomas Snead Trigon Healthcare	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re Board Management; Executive Management and Corporate Strategy for CF and Trigon
OCC 037644- OCC 037645	10/16/01	William Jews CareFirst	Trigon	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re Form of Consideration, Interim Operating Arrangements and Transaction Protection
OCC 037646- OCC 037647	12/7/00	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re Form of Consideration, Interim Operating Arrangements and Transaction Protection
OCC 037648	1/3/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re strategic fit between CF and Anthem
OCC 037649- OCC 037650	2/5/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter reiterating interest in being included in transaction process
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 037651- OCC 037652	2/13/01	Larry Glasscock Anthem	William Jews CareFirst	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re CF Board has in place a very strategic business analysis
OCC 037653- OCC 037655	2/26/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter reiterating five points
OCC 037656- OCC 037657	8/20/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter requesting CF to allow Anthem to participate in ongoing process
OCC 037658	9/20/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter stating Anthem confident that demutualization and IPO will be achieved on the timeline discussed
OCC 037659	10/2/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re filing of amended Form S-1 w/ SEC
OCC 037660- OCC 037661	11/2/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re three important implications of the success of Anthem's demutualization and IPO
OCC 037662- OCC 037663	11/2/01	William Jews CareFirst	Larry Glasscock Anthem	CareFirst Response to Various DC Appleseed Information Request # 11/ Letter re disappointment at the continued exclusion of Anthem from the strategic discussions
OCC 037664- OCC 037692	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 11/ Summary of Auction Process; Pre-Filed Testimony of Daniel J. Altobello, Robert W. Smith, Jr. And Stuart F. Smith
OCC 037693- OCC 037699	6/11/02	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 14/ CareFirst BCBS Associate Headcount as of 6/11/02
OCC 037700- OCC 037882	1998- 2000	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 15/ Employment Agreements between CareFirst/William Jews; David Wolf; Leon Kaplan; Gregory Devou; Mark Chaney; John Piciotto; Sharon Vecchioni; Michael Felber and Booker Carter
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 037883- OCC 037910	12/31/01 & 12/31/00	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 17/ Potomac Physicians, P.A. Financial Statements as of December 31, 2001 and 2000 together with report of independent public accountants
OCC 037911- OCC 038200	7/30/01	Joseph Haskins CareFirst	Donald Barnes Hay Group	CareFirst Response to Various DC Appleseed Information Request # 18/ Exhibits reflecting the results of analyses and recommendations for Committee action
OCC 038201	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 24/ CareFirst Line of Credit-SunTrust Bank Term Sheet
OCC 038202- OCC 038206	12/17/99	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 24/ Amendment No. 1 to Amended and Restated Credit Agreement by and among Crestar Bank, GHMSI, CareFirst of Maryland and CFS Health Group
OCC 038207- OCC 038209	12/21/00	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 24/ Amendment No. 2 to Amended and Restated Credit Agreement by and among Crestar Bank, GHMSI, CareFirst of Maryland and CFS Health Group
OCC 038210-- OCC 038211	12/31/00	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 24/ Amendment No. 3 to Amended and Restated Credit Agreement by and among Crestar Bank, GHMSI, CareFirst of Maryland and CFS Health Group
OCC 038212- OCC 038221	12/17/99	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 24/ Line of Credit Note by and among Crestar Bank/ GHMSI, CareFirst of Maryland and CFS Health Group
OCC 038222- OCC 038232	6/18/02	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 26/ Corporate Audit & Assurance Services List of Audits Completed 1999-June 2002
OCC 038233	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 28/ No Documents Responsive to this Request
OCC 038234	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 29/ See Tab # 15
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 038235- OCC 038611	3/28/97	Dwight Bartlett Maryland Insurance Commissioner; Patrick Kelly DC Interim Commissioner; Alfred Gross Virginia Insurance Commissioner	John Picciotto BCBS of Maryland	CareFirst Response to Various DC Appleseed Information Request # 30/ Supplemental Filing to Holdco, Inc.’s original filing of a “Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer”
OCC 038612- OCC 038613	3/7/01	Larry Glasscock Anthem	William Jews CareFirst	CareFirst Response to Various DC Appleseed Information Request # 33/ Letter re issues supporting that CF continue current process
OCC 038614	9/4/01	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 34/ William Jews Letter to Larry Glasscock September 4, 2001 Receipt
OCC 038615	8/29/01	Larry Glasscock Anthem	William Jews CareFirst	CareFirst Response to Various DC Appleseed Information Request # 34/ Letter re CF strategic process anticipates a transaction with an already converted entity
OCC 038615.01- OCC 038621	10/16/01	William Jews CareFirst	Thomas Snead Trigon	CareFirst Response to Various DC Appleseed Information Request # 35/ Letter re Form of Consideration, Interim Operating Arrangements, Transaction Protection and CareFirst Trigon Partnership Summary of Key Business Terms attached
OCC 038622	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #36/ See Tab #18
OCC 038623- OCC 038660	7/10/01	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 39/ Blackstone-CareFirst Meeting Materials
OCC 038661- OCC 038666	11/1/01	Strategic Planning Committee	David Wolf CareFirst	CareFirst Response to Various DC Appleseed Information Request # 40/ Memo w/ Background Materials for November 5 th Meeting attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 038667	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 58/ Written response
OCC 038668- OCC 038669	2/14/01	William Jews CareFirst	W. Patrick McMullan III CSFB	CareFirst Response to Various DC Appleseed Information Request # 61/ Letter re 2/5/01 letter from Anthem
OCC 038670	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request # 62/ CareFirst Excess Capital and Dividending Restrictions
OCC 038671- OCC 038673	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #63 / CareFirst Inc. & Affiliates- Consolidated Operating Results
OCC 038674- OCC 038676	10/28/02	Richard Herzog & Carl Caseman Harkins Cunningham	Jefferson Blomquist Funk & Bolton	CareFirst Response to Various DC Appleseed Information Request / Cover Letter
OCC 038677- OCC 038681	10/28/02	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request/ CareFirst's Response to DCA's Information Request dated June 11, 2002 Re: Data For Individual Market Study
OCC 038682- OCC 038686	10/28/02	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request/ CareFirst's Response to DCA's Information Request dated June 28, 2002 Re: Data For Provider Study
OCC 038687- OCC 038691	10/28/01	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request/ CareFirst's Response to DCA's Information Request dated July 9, 2002 Re: Data For Medicare Market Study
OCC 038692 OCC 038698	10/28/02	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request/ CareFirst's Response to DCA's Information Request dated June 28, 2002 Re: Data For Individuals With Chronic Illnesses or Disabilities Study
OCC 038699- OCC 038703	10/28/02	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request/ CareFirst's Response to DCA's Information Request dated June 13, 2002 Re: Data For Small Group Market Study
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 038704- OCC 038834	August 2002	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request/ Mental Health Provider Supplement to Provider Directory for 2002
OCC 038835- OCC 039211	August 2002	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request 10/25/02/ Provider Directory for CareFirst Blue Choice (HMO & POS)
OCC 039212- OCC 039297	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #1/ Individual Enrollment Agreement GHMSI trading as CareFirst BCBS
OCC 039298- OCC 039406	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #1/ Group Contract GHMSI trading as CareFirst BCBS
OCC 039407- OCC 039464	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #1/ Certificate of Coverage CareFirst Blue Choice
OCC 039465- OCC 039560	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #1/ CareFirst Blue Choice Group Contract
OCC 039561- OCC 039742	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #1/ In-Network Group Contract Blue Choice Opt-Out Plus issued by CareFirst Blue Choice
OCC 039743- OCC 039785	1998	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #2/ BCBS Individual Market 1998 Rates by Product and State
OCC 039786- OCC 039823	1999	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #2/ BCBS Individual Market 1999 Rates by Product and State
OCC 039824- OCC 039871	2000	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #2/ BCBS Individual Market 2000 Rates by Product and State
OCC 039872- OCC 039916	2001	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #2/ BCBS Individual Market 2001 Rates by Product and State
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 039917- OCC 039963	2002	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #2/ BCBS Individual Market 2002 Rates by Product and State
OCC 039964- OCC 039968	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #3/ BCBS Individual Market Rate History by Product and State
OCC 039969	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #4/ Cover Sheet titled “Individuals with Chronic Illness”
OCC 039970- OCC 039987	2002	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #4/ CareFirst BCBS Care Management Program Manual HMO/POS/PPO –2002
OCC 039988- OCC 040019	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #4/ CareFirst Provider Manual/ General Information
OCC 040020- OCC 040076	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #4/ Capital Care Provider Manual
OCC 040077- OCC 040109	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #4/ CareFirst Indemnity Provider Manual National Capital Area
OCC 040110- OCC 040144	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #4/ CareFirst Institutional Manual Maryland
OCC 040145- OCC 040190	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #4/ CareFirst Institutional Manual National Area
OCC 040191- OCC 040194	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #4/ CareFirst Medical Policy Reference Manual; Definitions and Interpretive Guidelines
OCC 040195	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #5/ Confidential Materials
OCC 040196- OCC 040229	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #6/ Provider Study/ Master Physician Participation Agreement between GHMSI and CapitalCare,
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 040230- OCC 040244	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #6/ Master Hospital Participation Agreement between CareFirst BlueChoice and Maryland Hospital
OCC 040245- OCC 040267	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #6/ Master Hospital Participation Agreement between GHMSI and Maryland Hospital
OCC 040268- OCC 040299	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #6/ Master Hospital Participation Agreement between GHMSI and CareFirst BlueChoice and DC/VA Hospital Agreement
OCC 040300	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #7/ Confidential Material
OCC 040301	Undated	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #8/ Confidential Materials
OCC 040302- OCC 040826	August 2002	N/A	N/A	CareFirst Response to Various DC Appleseed Information Request #8/ Provider Directory, CareFirst BlueChoice,
OCC 040827- OCC 040878	10/30/02	John Ray Manatt,Phelps & Phillips	Ren Tundermann Funk & Bolton	CSFB's Third Set of Responses to the OCC/ Cover Letter w/ CSFB's Third Set of Responses to the OCC First Request For Information
OCC 040879- OCC 040894	10/31/02	N/A	N/A	CSFB's Third Set of Responses to the OCC/ Annex 66A/ Morgan Stanley Research and Company Data/ WellPoint health Networks "3Q01 Results: Well Done"
OCC 040895- OCC 040904	Undated	N/A	N/A	CSFB's Third Set of Responses to the OCC/ Annex 124A/ Pre-Filed Testimony of Daniel J. Altobello, Chairman CareFirst Board of Directors
OCC 040905- OCC 040931	Undated	N/A	N/A	CSFB's Third Set of Responses to the OCC/ Annex 126A/ Prefiled Written Testimony Stuart, Managing Director CSFB
OCC 040932- OCC 040933	2/14/01	William Jews CareFirst	W. Patrick McMullan III CSFB	CSFB's Third Set of Responses to the OCC/ Annex 137A/ Letter re 2/5/01 to W. Jews from Larry Glasscock of Anthem
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 040934- OCC 040938	Undated	N/A	N/A	CSFB's Third Set of Responses to the OCC/ Annex 172A/ Pre-Filed Written Statement of Robert W. Smith, Jr. Partner Piper Marbury Rudnick & WolfeLLP
OCC 040939- OCC 040942	2/20/01	Leonard Schaeffer WellPoint	Benjamin Adams CSFB	CSFB's Third Set of Responses to the OCC/ Annex 122B/ Letter re timing and procedures proposal for pursuing CareFirst
OCC 040943- OCC 040946	3/2/01	Benjamin Adams CSFB	Leonard Schaeffer WellPoint	CSFB's Third Set of Responses to the OCC/ Annex 122B/ Letter in response to CSFB's 2/20/01 letter / PROPOSAL
OCC 040947- OCC 041011	3/2/01	N/A	N/A	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Draft of Agreement and Plan of Merger
OCC 041012- OCC 041014	3/15/01	Benjamin Adams CSFB	David Colby WellPoint	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Letter in response to issues re proposal
OCC 041015	3/19/01	Benjamin Adams CSFB	David Colby WellPoint	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Letter re Item #2 of 3/15/01 letter from WellPoint to CareFirst
OCC 041016- OCC 041145	2/28/02	Celestine Kellam @ BALTO	William Taylor, IV @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ cover memo from Piper MarburyRudnick & Wolfe dated 4/19/01 w/ clean copy of Merger Agreement and marked copy of Merger Agreement attached
OCC 041146- OCC 041147	4/24/01	Benjamin Adams CSFB	David Colby WellPoint	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Letter in response to the 7 issues raised by CSFB re proposal and modifications
OCC 041148- OCC 041226	5/2/01	John Picciotto, Esq., RW Smith, Esq., & William Taylor, Esq	Thomas Geiser & Robert Kelly WellPoint	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Memo w/.Draft of Agreement and Plan of Merger attached
OCC 041227- OCC 041346	2/28/02	Celestine Kellam @ BALTO	William Taylor, IV @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ cover memo from Piper Marbury Rudnick & Wolfe dated 5/18/01 w/ clean copy of Merger Agreement and marked copy of Merger Agreement attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 041345- OCC 041346	2/28/02	Celestine Kellam @ BALTO	William Taylor, IV @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ replacement page for the draft Merger Agreement dated 5/18/01 attached
OCC 041347- OCC 041352	5/22/01	Jay Smith, Billie Grieb & William Taylor @ Piper Rudnick	Robert Kelly @ WellPoint	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ proposed summary of terms for the Subordinated Notes attached
OCC 041353- OCC 041407	6/4/01	David Dean @ WellPoint	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ drafting schedules attached
OCC 041408- OCC 041409	6/25/01	Thomas Geiser, Robert Kelly & Robert Glaser @ WellPoint ; G. Horowitz @ STB Law	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ Section 7.1 (j) of the Agreement and Plan of Merger attached
OCC 041410- OCC 041420	7/10/01	William Taylor Piper Rudnick	Robert Kelly WellPoint	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Fax w/ WellPoint's hand marked comments to drafts of Section 6.1 and the new article to the proposed Merger Agreement attached
OCC 041421- OCC 041440	7/23/01	Jay Smith, William Taylor & Billie Grieb @ Piper Rudnick	Robert Kelly @ WellPoint	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ revised Section 6.1 and new Article to the proposed Merger Agreement attached
OCC 041441- OCC 041559	8/3/01	N/A	N/A	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Agreement and Plan of Merger
OCC 041560- OCC 041573	2/28/02	Celestine Kellam @ BALTO	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ comments to the subordinated note
OCC 041574- OCC 041592	9/28/01	William Taylor @ Piper Rudnick	Robert Kelly@ WellPoint	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ comments to the subordinated note
OCC 041593- OCC 041594	10/3/01	Jay Smith @ Piper Rudnick	Robert Kelly @ WellPoint	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email re Subordinated Note
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 041595- OCC 041648	11/5/01	RW Smith, & William Taylor Piper Rudnick	Carlo de Vito Piscicelli Simpson Thacher & Bartlett	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Fax w/ copy of marked up August 3, 2001 Draft Agreement attached
OCC 041649- OCC 041651	11/6/01	RW Smith, & William Taylor Piper Rudnick	Carlo de Vito Piscicelli Simpson Thacher & Bartlett	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Fax re copy of marked up August 3, 2001 Draft Agreement
OCC 041652- OCC 041653	11/8/01	Robert Kelly, Thomas Geiser @ WellPoint; G. Horowitz @ STBLAW.com	Jay Smith @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ two additional proposed inserts for Section 6.17
OCC 041654- OCC 041656	11/9/01	Robert Kelly, Thomas Geiser @ WellPoint; G. Horowitz @ STBLAW.com	Jay Smith @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ Piper Rudnick Memo and Analysis of Pacific Subordinated Notes attached
OCC 041657- OCC 041719	11/9/01	N/A	N/A	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Agreement and Plan of Merger Draft dated 11/9/01
OCC 041720- OCC 041780	11/9/01	N/A	N/A	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Agreement and Plan of Merger Draft dated 11/9/01
OCC 041781- OCC 041782	11/12/01	Robert Kelly, Thomas Geiser @ WellPoint; G. Horowitz @ Simpson Thacher & Bartlett	Jay Smith @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ Piper Rudnick Memorandum re Merger Agreement attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 041783- OCC 041802	11/12/01	RW Smith, & William Taylor Piper Rudnick; Robert Kelly & Thomas Geiser WellPoint	Thomas LaMacchia Simpson Thacher & Bartlett	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Fax w/ marked up copy of Agreement and Merger attached
OCC 041803- OCC 041814	11/13/01	RW Smith, & William Taylor Piper Rudnick; Robert Kelly & Thomas Geiser WellPoint	Thomas LaMacchia Simpson Thacher & Bartlett	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Fax w/ marked up copy of Agreement and Merger attached
OCC 041815- OCC 041833	11/14/01	Jay Smith, & William Taylor Piper Rudnick; Robert Kelly & Thomas Geiser WellPoint; John Picciotto @ CareFirst	Thomas LaMacchia @ STBLAW	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ revised Subordinated Note attached
OCC 041834- OCC 041836	11/14/01	Robert Kelly, Thomas Geiser @ WellPoint; G. Horowitz @ Simpson Thacher & Bartlett	Jay Smith @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ Piper Rudnick Memo and Marked Section of 6.14 attached
OCC 041837- OCC 041840	11/14/01	Robert Kelly @ WellPoint; William Taylor @ Piper Rudnick	Carlo Pisicelli @ STBLAW	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ Draft Affiliate Letter from the foundations attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 041841- OCC 041878	11/15/01	Jay Smith & William Taylor @ Piper Rudnick; Robert Kelly & Thomas Geiser @ WellPoint; John Picciotto @ CareFirst	Thomas LaMacchia @ STBLAW	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ Drafts of Subordinated Note attached
OCC 041879- OCC 042005	2/28/02	Celestine @ BALTO	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ clean and marked copies of Agreement and Plan of Merger dated 11/15/01 attached
OCC 042006- OCC 042023	11/16/01	William Taylor @ Piper Rudnick	Diana Matos @ STBLAW	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ clean copy of Subordinated Note attached
OCC 042024- OCC 042042	2/28/02	Celestine Kellam @ BALTO	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ comments to the Subordinated Note attached
OCC 042043- OCC 042047	11/16/01	William Taylor @ Piper Rudnick	Carlo Piscicelli @STBLAW	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ draft of Tax Indemnity Agreement attached
OCC 042048- OCC 042057	11/16/01	William Taylor Piper Rudnick	Robert Kelly WellPoint	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Fax w/ Disclosure Schedules of WellPoint attached
OCC 042058- OCC 042127	11/16/01	RW Smith & William Taylor Piper Rudnick	Carlo Piscicelli Simon Thacher & Bartlett	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Fax w/ comments on Disclosure Schedule attached
OCC 042128- OCC 042135	2/28/02	Celestine Kellam @ BALTO	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ pages of Merger Agreement attached
OCC 042136- OCC 042153	11/16/01	RW Smith & William Taylor Piper Rudnick	Tom LaMacchia Simpson Thacher & Bartlett	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ pages of Merger Agreement attached
OCC 042154- OCC 042278	2/28/02	Celestine Kellam @ BALTO	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ clean and marked copies of Merger Agreement dated 11/19/01 attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 042279- OCC 042280	2/28/02	Celestine Kellam @ Balto	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ attachment 9.10 to the Merger Agreement attached
OCC 042281- OCC 042426	11/19/01	Robert Kelly, Robert Glaser & Thomas Geiser @ WellPoint; G. Horowitz & Carlo Piscicelli @ STBLAW	Quinton Roberts @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ clean and marked versions of CareFirst Disclosure Schedules attached
OCC 042427- OCC 042436	11/20/01	John Picciotto & David Wolf @ CareFirst; Robert Kelly @ WellPoint; G. Horowitz @STBLAW; William Taylor & Joseph Langhirt @ BALTO	Jay Smith @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ Revised Tax Indemnification Agreement attached
OCC 042437- OCC 042455	11/20/01	Robert Kelly & Thomas Geiser @ Wellpoint; Jay Smith & William Taylor @ Piper Rudnick' John Picciotto @ CareFirst	Diana Matos @ STBLAW	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ revised Subordinated Note attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 042456- OCC 042465	11/20/02	William Taylor & Jay Smith @ Piper Rudnick; John Picciotto & David Wolfe @ CareFirst;	Robert Kelly @ WellPoint	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ WellPoint's revised disclosure schedules attached
OCC 042466- OCC 042477	11/20/01	RW Smith & William Taylor Piper Rudnick	Tom Lamacchia Simpson Thacher & Bartlett	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Fax w/ CareFirst's revised disclosure schedules attached
OCC 042478- OCC 042557	2/28/02	Celestine Kellam @ BALTO	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ clean and marked versions of CareFirst Disclosure Schedules attached
OCC 042558- OCC 042630	2/28/02	Celestine Kellam @ BALTO	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email re conference call w/ CareFirst Disclosure Schedules attached
OCC 042631- OCC 042634	2/28/02	Celestine Kellam @ BALTO	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ CareFirst Disclosure Schedules attached
OCC 042635- OCC 042638	2/28/02	Celestine Kellam @ BALTO	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ draft letter from CareFirst to WellPoint dated 11/20/01 attached
OCC 042639- OCC 042640	2/28/02	Celestine Kellam @ BALTO	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ draft letter from CareFirst to WellPoint dated 11/20/01 attached
OCC 042641- OCC 042642	2/28/02	Celestine Kellam @ BALTO	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ draft letter from CareFirst to WellPoint dated 11/20/01 attached
OCC 042643- OCC 042783	2/28/02	Celestine Kellam @ BALTO	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 B/ Email w/ clean & marked copies of Disclosure Schedules attached
OCC 042784- OCC 042787	2/20/01	Thomas Snead Trigon	Benjamin Adams CSFB	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re Proposal to CareFirst
OCC 042792- OCC 042866	3/2/01	N/A	N/A	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Agreement & Plan of Merger
OCC 042867- OCC 042870	3/15/01	Benjamin Adams CSFB	Tim Nolan Trigon	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Memo w/ Letter re Proposal to CareFirst from Thomas Snead attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 042871- OCC 042873	4/23/01	Benjamin Adams CSFB	Thomas Snead Trigon	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re continuing consideration of the opportunities presented by a partnership w/ Trigon
OCC 042874	6/12/01	David Wolf CareFirst	Timothy Nolan Trigon	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re issues that need to be resolved before merger takes place
OCC 042875- OCC 042882	6/22/01	William Jews CareFirst	Thomas Snead Trigon	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re Proposal to CareFirst w/ summary of key business terms attached
OCC 042883- OCC 042885	6/26/02	William Jews CareFirst	Thomas Snead Trigon	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re "social" issues
OCC 042886- OCC 042887	7/11/01	William Jews CareFirst Thomas Snead Trigon	David Platter Bear Stearns	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re "favorite story"
OCC 042888- OCC 042890	7/19/01	William Jews CareFirst	Thomas Snead Trigon	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re William Jews role as Chairman with both strategic and operating responsibilities
OCC 042891- OCC 043025	8/1/01	Tim Nolan @ Trigon; G. Smith @ McGuire Woods; JB Howard & MH Davis @ Venable	William Taylor @ BALTO	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Email w/ clean and marked copies of the Merger Agreement
OCC 043026- OCC 043031	10/16/01	William Jews CareFirst	Trigon	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Draft Letter w/ CareFirst/Trigon Partnership Summary of Key Business Terms attached
OCC 043032- OCC 043106	10/16/01	N/A	N/A	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Agreement and Plan of Merger
OCC 043107- OCC 043108	12/7/00	William Jews CareFirst	Larry Glasscock Anthem	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re reasons Anthem would make an excellent partner for CareFirst
OCC 043109	1/3/01	William Jews CareFirst	Larry Glasscock Anthem	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re Anthems considerable progress in meeting strategic objectives
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 043110- OCC 043111	2/5/01	William Jews CareFirst	Larry Glasscock Anthem	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re CSFB valuation objectives
OCC 043112- OCC 043113	2/13/01	Larry Glasscock Anthem	William Jews CareFirst	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re Goldman Sachs & CSFB
OCC 043114- OCC 043115	2/14/01	William Jews CareFirst	W. Patrick McMullan CSFB	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re Anthem's proposal in current form is insufficient; list areas
OCC 043116- OCC 043118	2/26/01	William Jews CareFirst	Larry Glasscock Anthem	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re Anthem's disappointment in being excluded
OCC 043119- OCC 043120	8/20/01	William Jews CareFirst	Larry Glasscock Anthem	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter stating Anthem's continued strong interest in affiliating with CareFirst
OCC 043121	9/20/01	William Jews CareFirst	Larry Glasscock Anthem	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re demutualization and IPO will be achieved on timeline discussed
OCC 043122	10/2/01	William Jews CareFirst	Larry Glasscock Anthem	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re Filing of amended FormS-1 with the SEC 10/1/01
OCC 043123- OCC 043124	11/2/01	William Jews CareFirst	Larry Glasscock Anthem	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re three important implications of the success of Anthem's demutualization and IPO
OCC 043125- OCC 043126	11/12/01	William Jews CareFirst	Larry Glasscock Anthem	CSFB's Third Set of Responses to the OCC/ Annex 122 A/ Letter re disappointment of continued exclusion of Anthem from the strategic discussions
OCC 043127- OCC 043165	10/28/02	John Ray Manatt, Phelps & Phillips	Ren Tundermann Funk & Bolton	Accenture's Responses to the OCC/ Accenture's written Responses to the Office of Corporation Counsel's First Request For Information and Documents
OCC 043166- OCC 043167	11/5/02	John Ray Manatt, Phelps & Phillips	James F. Taylor Funk & Bolton	Accenture's Responses to the OCC/ Letter re forwarding documents referenced in Accenture's written responses
OCC 043168- OCC 043247	10/1/01 & 10/25/01	Policy Makers and Media Representatives	Accenture LLP	Accenture's Responses to the OCC/ An Assessment of Health Coverage Industry Trends and CareFirst's Strategic Response
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 043248	11/27/01	William Jews CareFirst	Joe Marabito Accenture	Accenture's Responses to the OCC/ Cover letter accompanying An Assessment of Health Coverage Industry Trends and CareFirst's Strategic Response
OCC 043249- OCC 043277	1/3/01	William Jews CareFirst	Joe Marabito Accenture	Accenture's Responses to the OCC/ Letter w/ Community Impact Analysis Report attached
OCC 043278- OCC 043310	1/10/02	William Jews CareFirst	Joe Marabito Accenture	Accenture's Responses to the OCC/ Letter w/ Community Impact Analysis Report attached
OCC 043311- OCC 043329	Undated	N/A	N/A	Accenture's Responses to the OCC/ Appendix A-V Data Sources, Assumptions and Methodologies
OCC 043330- OCC 043369	1/10/02	N/A	N/A	Accenture's Responses to the OCC/ Impact Statement Appendix
OCC 043370- OCC 043383	10/29/02	N/A	N/A	Accenture's Responses to the OCC/ Impact Statement Appendix
OCC 043384- OCC 043392	10/1/01	N/A	N/A	Accenture's Responses to the OCC/ Assessment of Health Coverage Industry Trends and CareFirst's Strategic Response Appendix
OCC 043393- OCC 043407	10/2/01	N/A	N/A	Accenture's Responses to the OCC/ Assessment of Health Coverage Industry Trends and CareFirst's Strategic Response Appendix
OCC 043408- OCC 043425	November 2001	N/A	N/A	Accenture's Responses to the OCC/ Preparing an Impact Statement/ Approach, Schedule, Team
OCC 043426- OCC 043442	September 2001	N/A	N/A	Accenture's Responses to the OCC/ Updating the Case for Change and Understanding Constituents/ Approach, Schedule, Team
OCC 043443- OCC 043485	January 2002	N/A	N/A	Accenture's Responses to the OCC/ Community Impact Analysis of the Proposed Conversion of CareFirst to a For-Profit Business Entity and the Merger Between CareFirst and WellPoint
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 043486- OCC 043575	2000- 2001	N/A	N/A	Accenture's Responses to the OCC/ Accenture File titled "Influences and Messages" includes documents: CareFirst At Crossroads, CareFirst Memos, Key Stakeholder Analysis, Geographic Expansion, BCBSA Change of Control Rules, CareFirst Actions Which Could Affect Strategic Opportunity, Key Contact Lists, Frequently Asked Questions, Merger and Conversion Communications Plan and Core and Supporting Messages
OCC 043576- OCC 043600	2000- 2001	N/A	N/A	Accenture's Responses to the OCC/ Accenture file titled : "Conversion Process" includes documents: CareFirst Current Structure, Regulatory Timeline, Andersen Report CareFirst Proposed Transaction and copy of State Government Title 6.5
OCC 043601- OCC 043688	2000- 2001	N/A	N/A	Accenture's Responses to the OCC/ Accenture file titled: "Case For Change" includes documents: Presentation to the Strategic Planning Committee Project Chesapeake dated 6/1/00 and 6/26/00, Strategic Considerations, Presentation to Project Chesapeake 7/27/00, Presentation to CareFirst BCBS 6/1/00, CareFirst Meeting of the Strategic Planning Committee 9/25/01 and CareFirst Geographic Expansion Alternatives, Discussion of the Board of Directors, 12/4/00
OCC 043689- OCC 043729	2000- 2001	N/A	N/A	Accenture's Responses to the OCC/ Accenture file titled: "Case Study Suggestions" includes documents: Blues' Consolidation Continues, Strategic Considerations, CareFirst Strategic Plan Recap Presentation to the Strategic Planning Committee dated 6/1/00, Recent Industry Transactions, Precedent Transactions, Recent Announcements, Comparable Public Companies Analysis
OCC 043730- OCC 043775	11/7/02	Richard Herzog and Carl Kaseman Harkins Cunningham	Jeffrey Blomquist Funk & Bolton	WellPoint's Response to Appleseed's Provider Study Request/ Cover Letter w/ WellPoint's Response to DCA'S Information Request Dated June 28, 2002 Re: Data For Provider Study w/ Blue Cross of California website information and Blue Cross of California Provider Agreements Table of Contents
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 043776- OCC 043795	7/1/00	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 1/ Prudent Buyer Plan (PPO) Participating Physician Agreement
OCC 043796- OCC 043852	2/13/02	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 2/ Blue Cross HMO (California Care) Medical Services Agreement
OCC 043853- OCC 043914	2/19/02	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 3/ Comprehensive Contracting Hospital Agreement
OCC 043915- OCC 043946	3/29/02	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 4/ Hospital Services Agreement Direct Service Plan
OCC 043947- OCC 044036	7/1/00	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 5/ Risk Professional and Institutional Services Agreement
OCC 044037- OCC 044065	6/4/02	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 6/ Comprehensive Participating Provider Agreement
OCC 044066- OCC 044106	7/1/00	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 7/ Comprehensive Participating Provider Agreement for Home Health Services
OCC 044107- OCC 044139	4/29/02	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 8/ Medical Products and Services Agreement
OCC 044140- OCC 044180	9/28/00	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 9/ Transplant Network Agreement
OCC 044181- OCC 044238	2/ 13/02	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 10/ Senior Secure Medicare+Choice Medical Services Agreement
OCC 044239	N/A	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Provider Agreements Table of Contents
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 044240- OCC 044276	7/1/00	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 11/ Senior Secure Medicare+Choice Hospital Services Agreement
OCC 044277- OCC 044336	2/1/01	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 12/ Senior Secure Medicare+Choice Professional Services Agreement
OCC 044337- OCC 044398	3/13/98	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 13/ Senior Secure Medicare Risk Professional and Institutional Services Agreement
OCC 044399- OCC 044421	11/3/97	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 14/ Medi-Cal Managed Care Program Participating Physician Agreement
OCC 044422 OCC 044440	10/21/02	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 15/ Medi-Cal Managed Care Program Participating Emergency Room Physician Agreement
OCC 044441- OCC 044483	2/17/00	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/ Tab 16/ Medi-Cal Managed Care Program Medical Services Agreement
OCC 044484- OCC 044524	9/30/00	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/Tab 17/ Medi-Cal Managed Care Program participating Hospital Agreement
OCC 044525- OCC 044543	2/29/98	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/Tab 18/ Health Families Program Participating Physician Agreement
OCC 044544- OCC 044591	5/1/99	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/Tab 19/ AIM (Aid to Infants and Mothers) Medical Services Agreement
OCC 044592- OCC 044610	N/A	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/Tab 20/ Dental Net Professional Services Agreement
OCC 044611- OCC 044625	N/A	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/Tab 21/ Dental Net Specialty Services Agreement
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 044626- OCC 044639	N/A	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ BCBS of CA/Tab 22/ Participating Dentist Agreement for Senior Secure Products
OCC 044640- OCC 044875	2002	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 23/ BCBS Healthcare Plan of Georgia HMO Primary Care Physician Office Manual 2002; HMO Specialty Care Physician Office Manual 2002
OCC 044876- OCC 044988	2000	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 24/ HMO PCP Office Manual 2000, Blue Choice Healthcare Underwritten by HMO Georgia
OCC 044989- OCC 045103	1999	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 25/ HMO PCP Office Manual 1999, Blue Choice Healthcare Underwritten by HMO Georgia
OCC 045104- OCC 045194	2000	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 26/ HMO Specialist Physician Office Manual 2000, Blue Choice Healthcare Underwritten by HMO Georgia
OCC 045195- OCC 045287	1999	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 27/ HMO Specialist Physician Office Manual 1999, Blue Choice Healthcare Underwritten by HMO Georgia
OCC 045288- OCC 045352	2001	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 28/ PPO Physician Office Manual 2001, BlueCross BlueShield of Georgia
OCC 045353- OCC 045422	1999	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 29/ PPO Physician Office Manual 1999 BlueCross BlueShield of Georgia
OCC 045423- OCC 045689	2002	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 30/ Atlanta Healthcare Partners, Inc. Primary Care Physician Policy and Procedure Office Manual 2002 BlueCross BlueShield of Georgia
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 045690- OCC 045977	2001	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 31/ Atlanta Healthcare Partners, Inc. Primary Care Physician Policy and Procedure Office Manual 2001 BlueCross BlueShield of Georgia
OCC 045978- OCC 046230	1999	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 32/ Atlanta Healthcare Partners, Inc. Physician Office Manual / BlueChoice Healthcare Plan, BlueChoice Option and BlueChoice Platinum
OCC 046231- OCC 046344	2001	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 33/ Atlanta Healthcare Partners, Inc. Specialty Physician Policy & Procedure Office Manual / BlueCross BlueShield Healthcare Plan of Georgia
OCC 046345- OCC 046448	1999	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 34/ Atlanta Healthcare Partners, Inc. Specialty Physician Policy & Procedure Office Manual / BlueChoice Healthcare Plan, BlueChoice Option and BlueChoice Platinum
OCC 046449- OCC 046515	Undated	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 35/ BlueChoice PPO Underwritten by BlueCross and BlueShield of Georgia
OCC 046516	Undated	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 36/ Index of Individual Rate Increases
OCC 046517- OCC 046523	8/11/98	Carol Whittington Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 36/ Letter re BCBSGA BlueChoice PPO Individual Rate Increase
OCC 046524- OCC 046533	11/19/97	Tom Carswell Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 36/ Letter re BCBSGA January 1, 1998 Under 65 Individual Product Rate Adjustments
OCC 046534- OCC 046541	11/19/98	Tom Carswell Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 36/ Letter re BCBSGA January 1, 1999 Under 65 Individual Product Rate Adjustments
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 046542- OCC 046544	7/28/99	Kale Hodges Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 36/ Letter re BCBSGA Individual Rate Modifications effective 10/1/99
OCC 046545- OCC 046547	8/27/02	Tom Carswell Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 36/ Letter re Unicare Rate Increase
OCC 046548- OCC 046553	10/14/99	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 36/ BCBSGA Individual Rate Filing (Indemnity, Hospital/Surgical, PPO) Informational Filing Certification to the Georgia Dept of Insurance
OCC 046554- OCC 046558	10/9/00	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 36/ BCBSGA Individual Rate Filing Informational Filing Transmittal and Certification to the Georgia Dept of Insurance
OCC 046559	Undated	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 37/ Index of Group Conversion Rate Filings
OCC 046560- OCC 046581	11/20/96	John Oxendine Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 37/ Letter re 1997 Group Conversion Rate Filing
OCC 046582- OCC 046598	11/18/97	John Oxendine Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 37/ Letter re 1998 Group Conversion Rate Filing
OCC 046599- OCC 046611	11/18/98	John Oxendine Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 37/ Letter re 1999 Group Conversion Rate Filing
OCC 046612- OCC 046617	10/20/00	Tom Carswell Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 37/ Letter re Group Conversion Rate Filing- Rate Increase Request
OCC 046618- OCC 046620	4/19/02	John Oxendine Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 37/ Letter re 2002 Group Conversion Enhanced Conversion and Assigned System Rates
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 046621	Undated	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 38/ Index Medicare Supplement Ads
OCC 046622- OCC 046625	10/30/02	Carol Whittington Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 38/ Letter re 65 Plus Birthday Ads
OCC 046626- OCC 046636	8/24/00	Carol Whittington Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 38/ Letter re Medicare Supplement Ads
OCC 046637- OCC 046639	10/31/01	Carol Clark Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 38/ Letter re Medicare Supplement TV Ad
OCC 046640- OCC 046642	9/10/02	Carol Clark Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 38/ Letter re Medicare Supplement TV Ad
OCC 046643	Undated	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 39/ Index BCBS Healthcare plan of Georgia (BCBSHP) Rate Filings
OCC 046644- OCC 046655	2/6/97	Ed Flickner Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 39/ Letter re BCBSHP 1997 Certification Proposed Rates
OCC 046656- OCC 046667	2/23/98	Tom Carswell Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 39/ Letter re BCBSHP 1998 Certification Proposed Rates
OCC 046668- OCC 046694	6/30/99	Tom Carswell Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 39/ Letter re Modification to BCBSHP 1999 Certification Proposed Basic Rates
OCC 046695- OCC 0466715	11/12/99	John Oxendine Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 39/ Letter re BCBSHP 2000 Certification of Proposed Rates
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OCC 0466716- OCC 046739	5/14/02	John Oxendine Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 39/ Letter re BCBSHP 2002 Certification of Proposed Rates
OCC 046740	N/A	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 40/ Index Medicare Supplement Rate Filings
OCC 046741- OCC 046753	10/30/01	Tom Carswell Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 40/ 2002 Medicare Supplement Rate Filing
OCC 046754- OCC 046760	9/12/00	John Oxendine Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 40/ 2001 Medicare Supplement Rate Filing
OCC 046761- OCC 046763	11/18/98	John Oxendine Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 40/ 1999 Medicare Supplement Rate Filing
OCC 046764- OCC 046795	11/18/97	John Oxendine Georgia Dept. of Insurance	BCBSGA	WellPoint's Response to Appleseed's Provider Study Request/ Tab 40/ 1998 Medicare Supplement Rate Filing
OCC 046796- OCC 046897	12/31/01	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 41/ Annual Statement of the BCBSHP of Georgia For the Year Ended 12/31/01
OCC 046898- OCC 046962	12/31/00	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 41/ Annual Statement of the BCBSHP of Georgia For the Year Ended 12/31/00
OCC 046963- OCC 047041	12/31/99	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 41/ Annual Statement of the HMO Georgia Inc. For the Year Ended 12/31/99
OCC 047042- OCC 047121	12/31/98	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 41/ Annual Statement of the HMO Georgia Inc. For the Year Ended 12/31/98
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OCC 047122- OCC 047169	12/31/97	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 41/ Annual Statement of the HMO Georgia Inc. For the Year Ended 12/31/97
OCC 047170- OCC 047347	12/31/01	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 42/ Annual Statement of the BCBS of Georgia, Inc. For the Year ended 12/31/01
OCC 047348- OCC 047443	12/31/00	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 42/ Annual Statement of the BCBS of Georgia, Inc. For the Year ended 12/31/00
OCC 047444- OCC 047578	12/31/99	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 42/ Annual Statement of the BCBS of Georgia, Inc. For the Year ended 12/31/99
OCC 047579- OCC 047711	12/31/98	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 42/ Annual Statement of the BCBS of Georgia, Inc. For the Year ended 12/31/98
OCC 047712- OCC 047843	12/31/97	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 42/ Annual Statement of the BCBS of Georgia, Inc. For the Year ended 12/31/97
OCC 047844- OCC 047856	Undated	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 43/ Blue Cross of California PPO (Prudent Buyer Plan) Operations Manual
OCC 047857- OCC 047880	9/12/02	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 44/ G&A Synergies- Model/ Water + River Acquires Congress-Base Case
OCC 047881	Undated	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 45/ Earnings Growth Model- CareFirst's Medical and Admin Ratios, Interest Expense
OCC 047882- OCC 048004	12/31/01	N/A	N/A	WellPoint's Response to Appleseed's Provider Study Request/ Tab 46/ United States Securities and Exchange Commission Amendment No. 1 on Form 10-K/A WellPoint Health Networks Inc.
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 048005	11/8/02	Dana Sheppard DISR	Jefferson Blomquist Funk & Bolton	WellPoint's Response to Appleseed's Request / Cover letter re hard copies of the six CDs referenced in the production of documents dated 11/7/02
OCC 048006- OCC 048331	Undated	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 47/ Blue Cross Hospital Operations Manual/ California
OCC 048332- OCC 048738	Undated	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 48/ Blue Cross of California PPO (Prudent Buyer Plan) Operations Manual
OCC 048739- OCC 049435	2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 49/ Blue Cross HMO Operation Manual (PMG) California
OCC 049436- OCC 049464	August 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 50/ Blue Cross of California Underwriting Guidelines/ Small Group Services 2-50 Employees
OCC 049464.01- OCC 049525	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 51/ Sample Assurance 90/ Combined Evidence of Coverage and Disclosure Form BlueCross of California
OCC 049526- OCC 049590	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 52/ Sample Assurance 90/ Combined Evidence of Coverage and Disclosure Form BlueCross of California
OCC 049591- OCC 049702	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 53/ Sample HMO-Plan H2- BlueCross HMO Plan CaliforniaCare/ Combined Evidence of Coverage and Disclosure Form BlueCross of California
OCC 049703- OCC 049812	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 54/ Sample HMO-Plan H4- BlueCross HMO Plan CaliforniaCare/ Combined Evidence of Coverage and Disclosure Form BlueCross of California
OCC 049813- OCC 049944	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 55/ Sample POS-Plan ZF4 BlueCross Plus Plan / Combined Evidence of Coverage and Disclosure Form BlueCross of California
OCC 049945- OCC 050076	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 56/ Sample POS-Plan ZX1 BlueCross Plus Plan / Combined Evidence of Coverage and Disclosure Form BlueCross of California
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 050077- OCC 050186	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 57/ Sample PPO-PF2 Prudent Buyer / Combined Evidence of Coverage and Disclosure Form BlueCross of California
OCC 050187- OCC 050239	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 58/ Sample Security 90- Security 90/ Combined Evidence of Coverage and Disclosure Form
OCC 050240- OCC 050281	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 59/ Sample Senior Select Plus Blue Cross Senior Select Plus/
OCC 050282- OCC 050390	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 60/ Sample Senior Secure- Plan 2 Blue Cross Senior Secure/ Combined Evidence of Coverage and Disclosure Form
OCC 050391- OCC 050427	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 61/ Sample Senior Select BlueCross Senior Select
OCC 050428- OCC 050493	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 62/ Sample Dental Net 2300- Dental Net/ Combined Evidence of Coverage and Disclosure Form
OCC 050494- OCC 050562	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 63/ Sample Dental SelectHMO-Plan B Blue Cross Dental SelectHMO/ Combined Evidence of Coverage and Disclosure Form
OCC 050563- OCC 050666	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 64/ Sample EPO- Plan E8 Prudent Buyer Exclusive Plan/ Combined Evidence of Coverage and Disclosure Form
OCC 050667- OCC 050774	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 65/ Sample PPO- Plan P2 Prudent Buyer/ Combined Evidence of Coverage and Disclosure Form
OCC 050775- OCC 050882	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 66/ Sample PPO- Plan P3 Prudent Buyer/ Combined Evidence of Coverage and Disclosure Form
OCC 050883- OCC 050990	October 2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 67/ Sample PPO-Plan P5 Prudent Buyer
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 050991- OCC 051073	10/01/01	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 68/ Blue Cross Small Group HMO 100% Plan by BC California
OCC 051074- OCC 051156	10/01/01	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 69/ Blue Cross Small Group Saver HMO Plan by BC California
OCC 051157- OCC 051187	2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 70/ Blue Cross Senior Classic C / Medicare Supplemental Coverage for Californians
OCC 051188- OCC 051218	2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 71/ Blue Cross Senior Classic F / Medicare Supplemental Coverage for Californians
OCC 051219- OCC 051257	2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 72/ Blue Cross Senior Classic J / Medicare Supplemental Coverage for Californians
OCC 051258- OCC 051302	01/01/02- 12/31/02	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 73/ Blue Cross of California "Your 2002 Medicare Health Benefits as a Member of Blue Cross Senior Secure Los Angeles"
OCC 051303- OCC 051373	2/1/02	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 74/ Blue Cross Senior Secure Evidence of Coverage BC of California
OCC 051374- OCC 051410	2002	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 75/ Blue Cross Senior Select Plus/ Medicare Supplemental Coverage for Californians
OCC 051411- OCC 051458	1/1/01	Blue Cross of California Individual Member	Mark Weinberg Blue Cross of California	WellPoint's Response to Appleseed's Request Tab 76/ Letter w/ booklet "Combined Evidence of Coverage and Disclosure Form" attached
OCC 051459- OCC 051540	10/1/01	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 77/ Prudent Buyer Plan Service Agreement and Combined Evidence of Coverage and Disclosure Form High Deductible EPO Issued by BC of California
OCC 051541- OCC 051588	7/1/00	Blue Cross of California Individual Member	Mark Weinberg Blue Cross of California	WellPoint's Response to Appleseed's Request Tab 78/ Letter w/ booklet "Combined Evidence of Coverage and Disclosure Form" attached
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 051588- OCC 051636	7/1/00	Blue Cross of California Individual Subscriber	Mark Weinberg Blue Cross of California	WellPoint's Response to Appleseed's Request Tab 79/ Letter w/ booklet "Combined Evidence of Coverage and Disclosure Form" attached
OCC 051637- OCC 051712	10/1/01	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 80/ Prudent Buyer Plan Combined Evidence of Coverage and Disclosure Form/ California Indian Health Care Program Federally Recognized California Indian Tribes Blue Cross PPO \$30 Copay Plan
OCC 051713- OCC 051766	1/1/01	Blue Cross of California Individual Member	Mark Weinberg Blue Cross of California	WellPoint's Response to Appleseed's Request Tab 81/ Letter w/ booklet "Combined Evidence of Coverage and Disclosure Form" attached BC Individual PPO Share \$1000
OCC 051767- OCC 051820	1/1/01	Blue Cross of California Individual Member	Mark Weinberg Blue Cross of California	WellPoint's Response to Appleseed's Request Tab 82/ Letter w/ booklet "Combined Evidence of Coverage and Disclosure Form" attached BC Individual PPO Share \$2500
OCC 051821- OCC 051874	1/1/01	Blue Cross of California Individual Member	Mark Weinberg Blue Cross of California	WellPoint's Response to Appleseed's Request Tab 83/ Letter w/ booklet "Combined Evidence of Coverage and Disclosure Form" attached BC Individual PPO Share \$500
OCC 051875- OCC 051965	10/1/01	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 84/ Premier No Deductible \$20 Copay Plan Issued by BC of California
OCC 051966- OCC 052056	10/1/01	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 85/ Premier No Deductible \$10 Copay Plan Issued by BC of California
OCC 052057- OCC 052081	Undated	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 86/ Prudent Buyer Plan Agreement Group Conversion issued by BC of California
OCC 052082- OCC 052174	10/1/01	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 87/ Prudent Buyer Plan Combined Evidence of Coverage and Disclosure Form PPO \$30 Copay Plan issued by BC of California
BATES NO.	DATE	TO	FROM	DESCRIPTION

OCC 052175- OCC 052267	10/1/01	N/A	N/A	WellPoint's Response to Appleseed's Request Tab 84/ Prudent Buyer Plan Combined Evidence of Coverage and Disclosure Form PPO 440 Copay Plan issued by BC of California
OCC 052268- OCC 052287	11/8/02	Richard Herzog, A. Carl Kaseman Harkins Cunningham	Jefferson Blomquist Funk & Bolton	CareFirst's Response to Appleseed's Requests dated: 6/11/02, 6/13/02 and 7/9/02/ Cover Letter w/ CareFirst's First Supplemental Response to DCA's Information Request dated 9/9/02 Re: Data For Medicare Market Study; CareFirst's First Supplemental Response to DCA's Information Request Dated 6/11/02 Re: Data for Individual Market Study; CareFirst's First Supplemental Response to DCA's Information Request dated June 13, 2002 (Revisedz0 Re: Data For Small Group Market Study
OCC 052288- OCC 052357	Undated	N/A	N/A	CareFirst's Response to Appleseed's Requests dated: 6/11/02, 6/13/02 and 7/9/02 Tab 9/ Group Hospitalization and Medical Services, Inc. t/a CareFirst BlueCross BlueShield Plan A, C, F Supplement 65 Medicare Supplemental Coverage
OCC 052358- OCC 052443	Undated	N/A	N/A	CareFirst's Response to Appleseed's Requests dated: 6/11/02, 6/13/02 and 7/9/02 Tab 10/ CareFirst BlueChoice Inc. Group Enrollment Agreement/ MD Small Group BlueChoice Opt-Out
OCC 052444- OCC 052557	Undated	N/A	N/A	CareFirst's Response to Appleseed's Requests dated: 6/11/02, 6/13/02 and 7/9/02 Tab 10/ CareFirst BlueChoice, Inc. Group Enrollment Agreement/ DC BlueChoice Opt-Out
OCC 052558- OCC 052672	Undated	N/A	N/A	CareFirst's Response to Appleseed's Requests dated: 6/11/02, 6/13/02 and 7/9/02 Tab 10/ CareFirst BlueChoice, Inc. Group Enrollment Agreement/ VA BlueChoice Opt Out
OCC 052673- OCC 052755	Undated	N/A	N/A	CareFirst's Response to Appleseed's Requests dated: 6/11/02, 6/13/02 and 7/9/02 Tab 10/ Group Hospitalization and Medical Services t/a CareFirst BlueCross Blue Shield Group Contract/ MD Small Group Comp Major Medical
OCC 052756- OCC 052857	Undated	N/A	N/A	CareFirst's Response to Appleseed's Requests dated: 6/11/02, 6/13/02 and 7/9/02 Tab 10/ Group Hospitalization and Medical Services t/a CareFirst BlueCross Blue Shield Group Contract/ VA Comp Major Medical

OCC 052858- OCC 052945	Undated	N/A	N/A	CareFirst's Response to Appleseed's Requests dated: 6/11/02, 6/13/02 and 7/9/02 Tab 10/ Group Hospitalization and Medical Services t/a CareFirst BlueCross Blue Shield Group Contract/ DC Comp Major Medical
OCC 052946- OCC 053050	Undated	N/A	N/A	CareFirst's Response to Appleseed's Requests dated: 6/11/02, 6/13/02 and 7/9/02 Tab 10/ Group Enrollment Agreement CareFirst BlueChoice/ VA SE HMO Standard
OCC 053051- OCC 053148	Undated	N/A	N/A	CareFirst's Response to Appleseed's Requests dated: 6/11/02, 6/13/02 and 7/9/02 Tab 10/ Group Enrollment Agreement CareFirst BlueChoice/ VA SE HMO Essential
OCC 053149- OCC 053198	12/01	N/A	N/A	CareFirst's Response to Appleseed's Requests dated: 6/11/02, 6/13/02 and 7/9/02 Tab 11/ Group Hospitalization and Medical Services, Inc. d/ba CareFirst Blue Cross Blue Shield Open Enrollment Health Benefit Plan/ MD Blue preferred Open Enrollment
OCC 053199- OCC 053301	Undated	N/A	N/A	CareFirst's Response to Appleseed's Requests dated: 6/11/02, 6/13/02 and 7/9/02 Tab 11/ Group Hospitalization and Medical Services, Inc. t/a CareFirst Blue Cross Blue Shield Individual Enrollment Agreement/ VA Blue Preferred Open Enrollment

[Updated December 3, 2002]